

MEN IN BLACK 4

SECOND DRAFT

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INT. A CHILD'S BEDROOM - NIGHT

A seven-year-old girl lies in bed, asleep. All is calm.

Quietly, building, we hear the sounds of a POLICE SIREN. One SIREN becomes TWO, which becomes a cacophony.

The girl wakes, scared... little feet slip into little slippers. She tip toes to her window and looks out to see:

POLICE CARS, all over the place, bright lamps searching the neighborhood for someone.

INT. HALLWAY

The girl opens her door to see her PARENTS, in their pajamas, hair mussed, but alert!

MOTHER

Go back to your room, Meghan.

MEGHAN

What's happening?

FATHER

Everything's okay, just go back to--

THE DOORBELL CHIMES.

FATHER (CONT'D)

(to Meghan)

Go.

Meghan closes her door, *most* of the way. She peers through the crack to watch her parents head downstairs.

After a beat, she opens the door and walks to the top of the staircase. She sees her parents open the door to reveal...

POLICEMEN, two of them.

POLICE OFFICER

Good evening, sir, ma'am.

FATHER

What's going on?

POLICE OFFICER #2

There's an intruder in the neighborhood. We think he could be hiding in one of these houses.

FATHER  
(frightened)  
We heard something on the roof.

The police officers eye one another, hands to their holsters.

FEAR! Meghan backs away from the landing, then races as fast as her slippered feet can carry her back to her room.

INT. BEDROOM

She races inside and slams the door, then shimmies underneath the bed, her eyes fixed on the narrow eight-inch view she has of the room between the floor and the bottom of the bed.

We wait with her, listening as the police officers make their way up the stairs.

Sensing something, she turns her head and is eyeball to eyeball with...

AN ALIEN!

He's tiny, able to stand upright beneath the bed. He has wide eyes, like a Margaret Keane painting, and his chest heaves as he breathes rapidly, nearly hyperventilating with fear.

Meghan opens her mouth to scream, but the alien lifts a tiny finger to its lips in the intergalactic gesture of *shhhh!*

Against all odds, Meghan closes her mouth and obliges.

The alien sees that she's not going to scream, and Meghan watches and *listens* as his rapidly beating heart, like a hummingbird, gradually begins to slow...

After a beat, he scurries out from under the bed and leaps onto a chair and then onto the windowsill.

Meghan crawls out from under the bed and watches as the alien struggles to open the window. She walks over and unlocks it.

The alien opens the window, steps onto the sill and turns. Then, something magical happens. The alien *PEACOCKS*.

Two long webbed arms extend from the alien's back, the web that stretches between them is dazzlingly colorful and coated with a soft alien feathers that seem almost incandescent.

ALIEN PEACOCK  
Strichaka Maoilisa.

Meghan and the alien lock eyes for a moment, then the alien

LEAPS OUT!

Meghan watches in awe as the ALIEN BOUNCES off the neighbors house, lands on a garbage can and BOUNCES like a super-ball high in the air, over the house across the street.

As the alien disappears, a BLACK TOWN CAR pulls to a stop outside Meghan's house.

Meghan walks over and picks up one fallen multicolored alien feather. The door opens behind her and she whips the feather behind her back as the two policemen enter, guns drawn.

Their eyes meet, and Meghan... *keeps* her secret.

MEGHAN

What's happening?

There's a HEAVY KNOCK at the front door downstairs.

POLICE OFFICER

Go back to bed little girl.

The officers turn and head back downstairs.

FATHER (O.S.)

Is everything alright?

Meghan walks towards the hallway as we hear a new voice.

UNKNOWN MAN

We'll take it from here, officers.

POLICE OFFICER #2

What? Who the hell are you--

INT. HALLWAY

As Meghan turns into the hallway we see a BRIGHT LIGHT originating from downstairs. Meghan shields her eyes.

UNKNOWN MAN (O.S.)

There was no intruder. There were  
no police officers.

Meghan creeps towards the top of the stairs.

UNKNOWN MAN (O.S.) (CONT'D)

Enjoy your evening, folks.

She reaches the landing just in time to see the heels of two shiny black shoes as they step out the closing front door.

MEGHAN

Who was that?

Her parents look up, stunned to see Meghan out of her room.

MOTHER

Meghan?

FATHER

What the heck are you doing awake?

MEGHAN

What happened to the police?

FATHER

Police?

MOTHER

I think you had a bad dream,  
sweetie.

MEGHAN

I wasn't dreaming. I'm wide awake.  
What did the policemen say to you?

FATHER

There weren't any policemen, honey.

Meghan's father and mother share a bemused look.

MEGHAN

Why are you lying to me?

MOTHER

Sweetheart, we're not lying.

FATHER

Go back to bed, Meghan.

Meghan groans in frustration and marches back to her room.

BENEATH CREDITS

We see clips of Meghan growing up obsessed with aliens:

An E.T. poster on her wall, alien dolls on her bed, alien  
doodles in her notebooks, telescope at her window, etc.

As she gets older, we see her obsession with aliens begin to  
isolate her from her friends and family:

Kids laugh at her as she reads a report in school...

MIDDLE-SCHOOL MEGHAN  
One alien, three human forms: an  
analysis of the lives of Moses,  
Thomas Jefferson and Anthony  
Michael Hall.

She sits alone in a library reading data reports from SETI...

A 20-something Meghan is escorted out of FBI Headquarters.

FBI AGENT  
If you're looking for extra-  
terrestrial investigators, I'd try  
the CIA.

MEGHAN  
I did. They said to come here.

The agent cracks up.

MEGHAN (CONT'D)  
I'm not crazy you know! The truth  
is out there!

FBI AGENT  
That doesn't make you sound less  
crazy.

The agent closes the door in her face and Meghan fumes.

Across the way, unseen by Meghan, a man in a black suit and  
sunglasses watches Meghan from the shadows.

END CREDITS

CUT TO:

EXT. CITY STREETS - NIGHT

A half dozen armed combatants hide behind a flaming car, and  
to a man they're absolutely *losing their shit*.

PANICKING COMBATANT #1  
Oh GOD! We're totally screwed!

There's a TERRIFYING ROAR from just beyond the car that  
causes a CHUBBY COMBATANT to scream the high-pitched scream  
of a five-year-old.

PANICKING COMBATANT #2  
We can take cover in the warehouse.

The moment he finishes the word warehouse, the warehouse

EXPLODES!

PANICKING COMBATANT #2 (CONT'D)  
We can take cover in the bank.

The bank EXPLODES!

PANICKING COMBATANT #3  
The glass factory?

The glass factory EXPLODES, and dozens of dagger like shards of glass rip into the car all around them.

Beat.

PANICKING COMBATANT #3 (CONT'D)  
We're screwed!! We're totally  
screwed!

Chubby Combatant screams his high-pitched scream.

WOMAN'S VOICE (O.S.)  
For shit's sake, guys, get a grip.

We PAN LEFT to see Meghan, now mid-twenties, holding a gun and the only one keeping her cool.

She jumps up and FIRES, then ducks down and grabs a panicked combatant by the hand and pulls him up to one knee.

MEGHAN  
Listen, you three split left, you  
three go right, I'll go...

She adjusts her grip on her fellow combatant's hand.

MEGHAN (CONT'D)  
Over the top.

She grins, rises, FIRES another round and pops back down.

MEGHAN (CONT'D)  
Let's do this.

Meghan gestures the other combatants to move and they all follow her orders, pouring around opposite sides of the car.

Meghan stays put, listening to the SCREAMS OF HORROR as one by one the men are attacked.

MEGHAN (CONT'D)  
(on each scream)  
One. Two. Three. Four. Five.

There's a long beat of silence. Meghan cocks her head, and then we hear Chubby Combatant's high-pitched scream.

MEGHAN (CONT'D)

Six.

Meghan smiles and climbs onto the car, jumps onto the top of a bus, then turns and with her we see

A MASSIVE ALIEN CREATURE!

MEGHAN (CONT'D)

Hey, fuzzball.

The alien turns, reaches for a weapon strapped to its waist, but can't grab it as each of its six arms currently holds one of Meghan's fellow fighters.

MEGHAN (CONT'D)

Looks like you've got your hands full.

Meghan calmly aims over the creature's head and FIRES! She hits the D of a McDonald's sign towering above the creature, and the giant letter falls directly over the alien's head, pinning all six of the alien's arms to its side.

The creature ROARS as it struggles, then loses its balance and topples over on its side, defeated.

FLOODLIGHTS burst into life as the setting transforms into a

INT. TRAINING FACILITY - DAY

We see that this was all staged. The buildings are fronts, the streets are fakes, all ending at the end of a sound stage, and the alien is just a machine.

With her frustrated fellow trainees still held in the deactivated robot's grip, a gruff man, AGENT A, walks out and addresses Meghan.

AGENT A

Care to explain your actions?

MEGHAN

There were seven of us and the thing had six arms. It was the best way to complete the mission.

AGENT A

I'm referring to your rather risky method of restraining the Terilian.



MEGHAN

I'm not just gonna shoot an alien  
because he's pissed off.

AGENT A

No, you should shoot him because  
he's a Terilian.

MEGHAN

How do I know why he's so angry?  
Maybe he just got off the phone  
with Time Warner Cable.

AGENT A

Your entire team could have been  
killed.

MEGHAN

I know. That's why I didn't miss.

AGENT A

What if you had?

MEGHAN

Hypothetical questions get  
hypothetical answers.

AGENT A

Do you always need to get the last  
word?

MEGHAN

No.

AGENT A

Good.

MEGHAN

Only when I'm right.

Agent A eyes her, unsure what he's dealing with.

AGENT A

What exactly do you want?

MEGHAN

The same thing we all want.

AGENT A

Oh yeah, what's that?

MEGHAN

To protect the Earth from the scum  
of the--

AGENT A  
Yeah, yeah...

Meghan looks up at Agent A.

MEGHAN  
(super earnest)  
But I mean it. I've been waiting  
for this day since I was seven  
years old.

There's a long beat as Agent A ponders this strange trainee.

AGENT A  
You're a special one aren't you?

MEGHAN  
Trying to be.

AGENT A  
Huh...  
(thinking)  
What are we gonna do with you?

INT. MEN IN BLACK GRADUATION CEREMONY - DAY

Meghan and the other trainees stand in their new Men In Black suits, listening to a speech by Agent A.

We stay on Meghan as she absorbs his words...

AGENT A  
The job you're taking on is the  
most important job on the planet...  
But no one will ever give you any  
credit for it. There will be no  
commendations, no hazard pay, no  
phone calls from the president.  
(beat)  
The job is its own reward.

INT. CORRIDORS OF MEN IN BLACK TRAINING FACILITY - DAY

All of the agents are looking at their dossiers, finding out their assignments, shaking hands with their new partners.

Meghan, now AGENT EM, is off to the side, reading hers, confused by what she sees.

Done handing out folders, Agent A walks away. Em follows, click-clacking down the white hallway in her new black suit.

EM  
Sir, my assignment, M.I.B. One,  
what does it mean?

AGENT A  
It means we're sending you to the  
original office. Numero Uno! The  
big show!

Em is blown away.

EM  
You honestly think I'm special.

AGENT A  
I sure do.

EM  
I promise I won't let you down.

AGENT A  
Excellent.

Agent A walks off as Em stops and nods her head.

Beneath the M.I.B. seal we see the name of the station she's  
been assigned to:

ROSWELL, NEW MEXICO.

CUT TO:

INT. GRAND CENTRAL STATION - DAY

Em cuts a striking figure as she crosses the grand concourse  
in all black, her all black bags gleaming behind her.

She arrives at an elevator bank in a far corner of the  
station and waits with a bunch of tourists and commuters.

The elevator arrives and everyone piles in.

INT. ELEVATOR

The elevator arrives at the lower level and everyone piles  
off but Em, who runs an MIB card across an unmarked black  
square, activating a dusty yellow B button.

People try to get in the elevator, but Em puts up a hand.

EM  
Sorry, I'm going down.

They cock their heads as Em pushes the B button.

TRAVELER

Down? There is no do--

The doors close and the elevator plummets into the Earth.

INT. TRAIN TRACKS - DAY

The elevator door opens and Em steps out onto a tiny deserted platform, deep beneath the ground below Grand Central.

After a beat, she slowly steps forward to do the thing we all do when waiting for a train, stick your head over the edge and look down the tunnel.

The moment she looks, a BULLET OF A TRAIN, one car long, rockets out of the tunnel, nearly decapitating her.

She pulls back her head as the train comes to an impossibly fast stop, right in front of her face.

EM

Wow.

The sleek little train, labeled the MIB EXPRESS, levitates just inches above the tracks, an Elon Musk dream come true.

The doors open and Em steps on board and settles into the one seat, which resembles the pilot's chair on a space shuttle.

AUTOMATED VOICE

Initiating harness.

Six black straps emerge and strap Em tightly into the seat.

AUTOMATED VOICE (CONT'D)

Thank you for riding with the  
MIBTA. Tell us what you think at  
WWW.MI--

Before the voice can finish the train ZIPS out of sight. Zero to *GONE* in the blink of an eye.

CUT TO:

INT. TRAIN TRACKS - ALBUQUERQUE - DAY

The train appears and stops almost simultaneously at a track that looks exactly like the one beneath Grand Central.

Em staggers out, walking like a new-born deer.

She takes a deep breath, straightens her skirt and hair, and heads off in the direction of a sign that reads: This Way Up.

INT. ALBUQUERQUE TRAIN STATION - DAY

She emerges from a long staircase and steps out into the dustiest of dusty stations, where only one other passenger stands, waiting to be picked up.

He's a FARMER, with a SHEEP, on a LEASH.

But for Em's suitcases, it could be 1914. In fact...

EM  
What year is this?

FARMER  
2014?

EM  
Just checking.

Em smiles at him uncomfortably, then exhales with relief as a brand new BLACK TOWN CAR pulls up to the curb.

Em takes a step towards the car, but when the door opens two chickens and a pig bounce out to greet the farmer. The car quickly zips away, leaving Em in a cloud of dust.

Em's shoulders slump. She closes her eyes, and we cut to her shiny black heels, which she CLICKS together three times.

Nothing happens.

EM (CONT'D)  
(with a smile)  
Was worth a shot.

She jumps at the sound of a HORN, and turns to see a black '04 Honda Civic across the tracks, and AGENT H, a nebbish in a regulation black suit that looks three sizes too big.

She looks at H, and H looks at her. There's a long beat, then H opens his mouth to speak, just as...

A FREIGHT TRAIN thunders by. And keeps thundering.

The train must be...

A thousand cars...

Long...

An eternity later, the train finally roars out of frame.

H  
Sorry about that. Are you Agen--

ANOTHER TRAIN thunders by in the other direction. When that one finally rumbles past the station, Em doesn't wait for H.

EM  
I'll just get in the car.

INT. HONDA CIVIC - DAY

H and Em climb in and buckle their seatbelts, as Em looks around the beat up car.

EM  
So what's with the car?

EM (CONT'D)  
Well, it's a Honda. So it gets great gas mileage. And really dependable. I've had this bad boy five years now and it hasn't needed anything other than the occasional oil change. Picked it up from my next door neighbor. He's a greek orthodox priest. Nice guy. His wife makes amazing baklava.

Em looks at him like he's got six heads.

EM (CONT'D)  
Who exactly were you supposed to pick up? Maybe I'm in the wrong--

She's interrupted by a sharp BEEPING noise.

H  
Whoa, hold that thought.

H leans over and jams his hand awkwardly underneath Em's seat and starts turning a crank. As he does, an old green-tinted radar screen pops up out of the dashboard.

H (CONT'D)  
Oh boy, you're really getting thrown into the deep end, aren't you?

The screen displays the streets they're driving down, and a few blocks ahead we see a large BLINKING LIGHT.

EM  
Is that what I think it is?

H  
Yep. Looks like a big one. And he's  
not supposed to be downtown. That's  
a big no-no.

Em gets a strange look on her face. Excited... Nervous...

H (CONT'D)  
Maybe I should drop you at the  
office.

EM  
No chance.

H  
Okay. Hold on.

H slams on the gas and the car accelerates, the signal  
growing bigger as the car gets closer, until suddenly it

DISAPPEARS!

H slams on the brakes, grabs the detachable radar device off  
the dash and jumps out. Em follows.

EXT. MAIN STREET - DAY

H holds the device aloft, searching each direction, East,  
West, North... BOOM! The BEEPING returns.

H  
C'mon!

Em follows as they race around a corner, tracking the BEEPS  
which grow in intensity as they race down a side street and  
into an abandoned house.

INT. ABANDONED HOUSE - DAY

They move through the creepy dilapidated house, straight out  
of central casting for a horror movie, as they follow the  
slow-moving BEEPS of H's device.

Em watches as the BEEPING thing, whatever it is, moves  
directly through a closed door.

EM  
Whoa...

H reaches out and slowly throws open the handle to reveal...

NOTHING!

EXT. ALLEY - DAY

H and Em emerge through another closed door and H puts a hand up to stop her as they press their backs up against the wall of a blind alley.

H pops a head around the wall and pops his head back.

He checks his RADAR device and whispers to Em.

H  
He's down there.  
(beat, thinking)  
We should call for backu--

Before he can finish the thought, Em charges into the alley!

H (CONT'D)  
Wait! Be careful!

Em darts into the alley and ducks behind a trash container.

She draws her weapon, takes a quick look, then, following her training to a T, quickly advances further, staking out a hidden position halfway down the alley.

From her position, there's only one place the guy could be hiding: behind a large stack of shipping pallets.

She rolls, comes up on one knee, aims, and... nothing!

H appears behind her, the device BEEPING like mad.

EM  
Where is he?

H  
Right there.

EM  
Where!?

H pushes the barrel of her gun down, until it's pointed directly at an...

ANT, slowly lugging a large piece of banana across the alley.

EM (CONT'D)  
The ant?



H  
It's an *alien* ant.

EM  
Is it... dangerous?

H  
Not unless you're a banana.

Em lowers her gun as H sets down a M.I.B. ALIEN ANT TRAP, a tiny little mechanism that unfurls a tiny little ramp, which the ant crawls onto and is immediately TRAPPED inside.

H (CONT'D)  
Nice work, Agent Em!

INT. HONDA CIVIC - DAY

They climb inside.

EM  
So... are you my partner?

H  
Me? No. I'm just the bug guy. I'm an alientomologist. Get it. Alien entomologist. They both end in E, N, so you can just say it as one word. Alientomologist.

EM  
I see.

H  
A lot of people focus on intelligent alien life, but alien insect life is actually far more interesting.

INT. DERRICK'S TAVERN - LATE AFTERNOON

The bar is Southwestern themed, filled with Roswell locals.

At a table in the back, a poker game.

POV - AN ALIEN FLY named ALAN

We zip and dart around the table, where we see: the SHERIFF, straight out of In The Heat Of The Night; a TRUCK DRIVER who hasn't slept in a week; a BODYBUILDER in a muscle tee; and...

A guy wearing a our familiar BLACK SUIT, only he wears it more like Frank Sinatra than Will Smith. We'll call him CEE.

We alight on the Sheriff's shoulder and get a good look at his cards, then do the same to Truck Driver and Bodybuilder before shooting over to Cee and flying right in his ear.

ALAN THE FLY

(whispering)

Sheriff's got two pair. Meth-head's  
four to a flush. No clue what Ham  
Sandwich thinks he has.

Cee smiles.

CEE

I raise.

Cee splashes bills onto the pile. Sheriff and Truck Driver grumble and quickly call, but the big guy takes his time.

CEE (CONT'D)

Hey Groot, make a decision before  
your leaves change color.

Bodybuilder reluctantly calls and Cee deals the last cards.

Off guys the fly, zipping from hand to hand as a trashy BOTTLE BLONDE storms over to the table, a dozen pink plastic bracelets jangling from her wrist.

BLONDIE

You got a lot of nerve showing your  
face in here.

CEE

Oh, hey... Martha.  
(wrong guess)  
Marcy? May? Marlene?

BLONDIE

Anastasia!

CEE

Anastasia, honey, there's no point  
screaming.  
(to the poker players)  
Nothing? Rolling Stones? Really?

A BARTENDER arrives as Alan the fly hovers over Blondie's V-Neck admiring the view.

BARTENDER  
Hey Cee, we need to talk about your  
bar bill.

CEE  
Not now, Lou.

BARTENDER  
It's been two months.

BLONDIE  
You said you were an astronaut.

SHERIFF  
Your bet, Cee.

Cee gestures to the fly, who pulls up from the blonde's  
cleavage and heads towards Cee when

WHACK!

The bartender slaps him out of mid air with his bar towel and  
Alan bounces across the felt and leaps to his feet.

ALAN THE FLY  
Hey! I'm flyin' here!

They all look down in shock.

CEE  
Ixnay on the alkingtay.

The Sheriff looks up at Cee.

SHERIFF  
What the... Is this some kind of  
racket?

Meth-head and Bodybuilder stare at Cee, Bodybuilder slowly  
rising and cracking his neck in preparation for battle.

BARTENDER  
Cee, about that bill.

ANASTASIA  
You promised to take me on the  
space shuttle.

BODYBUILDER  
I'm--

CEE  
Groot. I know.

SHERIFF

Get him.

Cee jumps up and reaches into his pocket.

CEE

Look, people, if you'd just stop  
for one second and look at this  
flashy thing, I can expl--

FLASH! Cee neuralyzes all of them.

He quickly grabs the pile of money from the table and address  
the poker players, the woman and the bartender in order.

CEE (CONT'D)

I won. We've never met. We're even.

Cee hands the bartender the cash and walks out.

EXT. ROSWELL - EVENING

H's Honda drives along a windswept plain, not much to see  
until they arrive at a hill where a sign welcomes them to  
Roswell, New Mexico, and as they crest the hill, we see

NOT MUCH...

Just more windswept plains, and eventually a few traffic  
lights and a strip mall.

INT. HONDA CIVIC - EVENING

Inside the car, H and Em sit up front.

EXT. ROSWELL - EVENING

The Honda parks at the strip mall, and they step out.

H

Doesn't look like much, does it?  
Well, follow me.

Em takes a breath and smiles, patiently, as H leads her past  
an Orange Julius and a Radio Shack, and over to a closed down  
Footlocker with a sign that says: "For Lease".

H (CONT'D)

(in a hushed tone)  
It's not really for lease.

Em smiles awkwardly.

H (CONT'D)  
It's actually the Roswell MIB  
headquarters.

EM  
I get it.

INT. ABANDONED FOOTLOCKER - EVENING

They step inside the empty footlocker and H turns and shuts the door behind them. He turns the cheap lock, then reaches up and slides a two dollar metal latch to double lock it.

H  
We can't be too careful.

Em nods, looking around the *hidden-in-plain-site* entrance to the Roswell Headquarters.

EM  
This is actually pretty cool. How  
do we get into headquarters? Is  
there an elevator like New York?  
How deep does it go? A mile? Two?

She looks at H's blank stare and sees she's way off.

EM (CONT'D)  
Or maybe these shopping carts are  
hooked up to a roller coaster  
track? Or maybe this entire room is  
simply an astral projectio--

H flicks on the light and we see:

Desks, a few computers, microscopes and some fourth-hand-looking MIB gear sitting in between empty shoe shelves and barren clothing display tables.

Em takes it all in, slowly coming to grips with the reality that this abandoned Foot-Locker *IS* Roswell Headquarters.

H  
It's pretty great, right?

EM  
Define great.

H either ignores or misses the sarcasm, and points out some of Em's amazing options.

H

We thought we'd put you at that desk, there, but it's a little close to the door and can get a little gusty, so then we thought maybe you could go back by the storage room, but it can get a little stuffy, so then we just said hey, maybe we should just let you decide, since you're new and all and we don't want to...

EM

This is some sort of prank, right? Some little game you like to pull on all the new recruits?

The look on H's face confirms Em's worst fears.

H

You know, sometimes you can be so obsessed with the big things that you end up missing the little ones.

EM

Like what?

H

Like the universe! It's everywhere!

EM

I'll make a note of that.

H

Come here.

H gestures Em to look into his microscope. She obliges, and we shift to her point of view as she leans in and sees...

Nothing.

EM

I don't see any-- Ouch!

Em jumps back and H is holding a small scraping tool, which he just used to slice off a layer of Em's skin cells.

H

Sorry! Just...

H puts his scraping onto a slide and puts it under the microscope, then gestures for Em to look again. She sees...

A beige sliver of skin.

H (CONT'D)  
It's all a matter of scale.

H changes the focal point and suddenly we see loads of tiny little critters moving around the sliver of skin.

EM  
Ech.

H  
No, not ech! Hooray! Do you realize there are a hundred *trillion* microbial critters on your skin, in your mouth, sloshing around in your intestines, some of which hail from different worlds, cosmic hitchhikers, rail-riding on intergalactic asteroids. C'mon, Em, expand your horizons. On that tiny sliver of skin is a totally different world teeming with just as much life as the one we see all around us, but you'd never know it existed! It's fractals! It's the universal constant! Bacteria are microbes to us, we're microbes to the solar system, the solar system is a microbe to our galaxy... It's simply a matter of where you place your focal point.

EM  
Yes, but my focal point is in an abandoned Foot Locker.

H  
An abandoned Foot Locker filled with wonder!

EM  
Agent H, I appreciate what you're trying to do, but...

Her shoulders fall.

EM (CONT'D)  
I need a minute, sorry.

Em sighs and trudges out of the office.

EXT. PARKING LOT - SUNDOWN

Em cuts across the edge of the parking lot and sits the curb.

EM  
(bummed out)  
Unbelievable.

She looks up at the sky, at the stars, the other worlds, then turns and kicks an empty Big Gulp cup across the parking lot.

It skitters to a stop by Cee, who leans against the trunk of the Honda, holding a cup of coffee.

CEE  
Not what you expected, huh?

Em looks over at him, clocks his suit.

CEE (CONT'D)  
I'm Agent Cee. I'm your partner.

Em's shoulders drop, embarrassed.

EM  
I'm sorry, I just--

CEE  
Lemme guess... He told you that you were special. He told you Roswell was *numero uno*.

EM  
(devastated)  
Why does everyone always lie to me?

CEE  
You expected honesty from a man in a black suit?

EM  
I spent my whole life being lied to about something I knew was true, and the moment I'm finally proven right they dump me at the one MIB office that *doesn't* have any aliens!

CEE  
Didn't H give you his speech about--

EM  
Don't talk to me about microbes! I want *alien* aliens, with replaceable heads and eyes in their fingertips.



CEE  
What kind of aliens have eyes in  
their fingertips?

EM  
I don't know! That's what I wanted  
to find out.

Em groans in frustration.

EM (CONT'D)  
Don't you get it? I didn't want  
*this*. I wanted *that*!

Em points to the sky, where it's that magic hour when the sun  
is setting as the moon is rising, and the millions of  
Southwestern stars are just starting to emerge.

EM (CONT'D)  
I just wanted to do something that  
matters. I just want it all to mean  
something.

Cee nods, considering, then throws his car keys to Em.

CEE  
Take a drive with me.

EXT. MIDDLE OF NOWHERE - NIGHT

A beat up black town car drives along an empty two lane  
highway. It's probably the same town car from the first MIB  
movie, 200,000 miles later.

INT. CEE'S TOWN CAR - NIGHT

They drive in not-so-comfortable silence.

CEE  
So what's with the feather?

We see Em's necklace, she's made a pendant out of the feather  
that fell from the alien she met when she was a child.

EM  
It's none of your business.

She quickly tucks it back into her shirt and Cee laughs.

EM (CONT'D)  
What?

CEE

I get it, hon. You're new, you're freaked out. You just said goodbye to everyone you know, it's tough.

EM

Wasn't tough for me.

CEE

No? No tearful goodbye to the boyfriend?

(off her derisive snort)

What about your folks?

EM

(annoyed)

What about yours?

CEE

Never met my dad. And I lost my mom a few years before I signed up.

EM

Sorry.

Cee shrugs it off as they pass a sign that reads

ROSWELL CRASH SITE: ONE MILE AHEAD

Em looks at Cee, who raises his eyebrows and smirks.

The car approaches the highway exit for the crash site, but Cee continues straight.

CEE

That's for tourists.

Cee keeps the wheel straight as they drive directly towards a guardrail that runs along the edge of a cliff.

EM

What are you doing?

The car heads closer and closer to the cliff, and Cee steps on the gas, keeping the car speeding towards the guardrail, the cliff looming just beyond.

EM (CONT'D)

What are you doing? Stop! Stop!!

Em screams as the car reaches the guardrail and passes straight through...

It was a HOLOGRAM, beyond which lies a single-lane dirt road.

Cee cackles as Em breathes a sigh of relief, as the car bounces along, through a waterlogged valley and up over a steep hill, arriving at the top to see the remains of the

ACTUAL ROSWELL CRASH SITE

It's a site to behold, a MASSIVE SHIP, weathered and worn, but more striking than the U.S.S. Enterprise, and it's nestled inside a MASSIVE impact CRATER.

The ship, the mountains, the valley... it's quite a scene.

EM (CONT'D)

Wow.

EXT. CRASH SITE - NIGHT

Cee leads Em to the ship and she runs a hand along the side.

The ship is constructed from an unfamiliar, alien metal, with alien markings. It's everything you could hope for in encountering your first intergalactic vessel.

CEE

C'mon.

Cee helps Em climb onto the side of the half-buried ship, and it's apparent he knows the hand-holds well.

They get to the top and sit, soaking in the view of the valley and the impact crater.

CEE (CONT'D)

I come up here a lot. Helps clear my head. Remind me why I ever got into this crazy organization.

Em smiles. Maybe he isn't all bad. And the stars above them, out here in the middle of nowhere, are BREATHTAKING.

Cee points at a distant glimmer.

CEE (CONT'D)

You see that?

EM

Andromeda?

CEE

What?

EM  
It looked like you were pointing at  
Andromeda.  
(she looks again, further)  
M31?

CEE  
That's right. M31. You see the star  
just beneath it? It's hard to make  
out, but it's right... there.

Cee guides Em's arm so she's pointing right at it.

EM  
I see it.

CEE  
That's where this ship came from.  
That tiny speck. It flew all the  
way from there... to here.

Em is gobsmacked.

CEE (CONT'D)  
Yep... This is where it all  
started. First contact. First  
confirmation that we're part of  
something much larger than  
ourselves.

EM  
It's incredible.

CEE  
I know.

Cee inhales deeply, and wraps his arm around her shoulder.

CEE (CONT'D)  
It's nice to finally have someone  
to share this with.

Em stops cold, her body a board.

EM  
Are you... hitting on me?

Cee looks at her like a cat caught poking around a fish bowl.

CEE  
No.

Then he leans in to kiss her.

EM  
Oh, God, seriously? AARHHG!

Em screams in frustration and immediately begins climbing down from the ship.

CEE  
Think about it, in a few billion years the sun will burn out and this entire planet will be gone.

EM  
That's your seduction line?

CEE  
I'm just saying you shouldn't take everything so seriously.

EM  
You make me sick.

CEE  
I wax my chest hair.

EM  
Am I supposed to be impressed?

CEE  
I'm just saying maybe we have more in common than you think.

EM  
Go to hell.

Em storms off, as Cee sits atop the space ship, cackling.  
We HEAR a CAR ENGINE start and Cee abruptly stops laughing.

CEE  
Hey! That's not even funny.

Em drives the car away with zero hesitation.

EM (O.S.)  
Asshole.

CEE  
(laughing)  
Eh, it's pretty funny actually.

A beat, then his smile turns to a half smile, then a frown.

CEE (CONT'D)  
Shit.

## EXT. GAS STATION - NIGHT

An old Texaco in the middle of nowhere. In the distance, a lone pair of headlights approaches.

The lights reveal themselves to be an old gas guzzler that lurches into the station. A huge man in a trench coat, ARTHUR, emerges and shuffles to the store.

On the way, he buttons up his coat with a four-fingered hand, concealing an exaggerated Giger-esque rib cage from sight.

## INT. TEXACO STORE - NIGHT

The BORED CLERK doesn't look up from his National Enquirer as the guy approaches the counter and slaps down a wad of cash.

ARTHUR  
Fill it up on six.

ARTHUR'S EYES glow as if on fire, but the clerk doesn't remotely notice.

BORED CLERK  
Sure thing, bud.

## EXT. GAS STATION

ARTHUR grabs the pump and selects HIGH GRADE despite his decrepit vehicle, and starts sucking on the nozzle...

He's CHUGGING gallon after gallon of gas.

Behind him, we see HEADLIGHTS in the distance, two bright circles, growing fast.

Arthur pulls the pump from his mouth, terrified.

ARTHUR  
Oh, God...

He rushes over to a nearby PHONE BOOTH and steps inside.

## INT. PHONE BOOTH - NIGHT

Arthur pulls a weathered leather notebook from his pocket and flips through the pages, searching...

He looks up, eyes the car just a hundred yards away as he picks up the phone and dials a number.

COMPUTER OPERATOR (O.S.)  
Please deposit, forty five cents.  
If you need assistance, dial zero  
for an operator.

ARTHUR  
No, no, no...

He rattles the hang-up bar and dials again.

COMPUTER OPERATOR (O.S.)  
Please deposit, forty five cents...

He looks up to track the car's progress, but sees nothing,  
until he turns and sees

A FACE

Right on the other side of the glass wall of the phone booth.

It's a face, but not a face. Like the face of a mannequin.  
Emotionless. Lifeless. Soulless.

MANNEQUIN MAN lifts a hand and taps a knuckle against the  
glass. TIK. TIK. TIK.

Arthur drops the phone, which hangs idle, as he turns and  
rips open the door to see.

Another Mannequin Man!

Arthur watches in horror as the faces of the creatures in  
front of him slowly morph into plastic-uncanny valley-like  
simulacra of his OWN FACE as we CUT TO:

INT. GAS STATION MARKET - NIGHT

Inside, the clerk reads his tabloid about aliens being  
responsible for global warming.

We hear a BARELY PERCEPTIBLE SCREAM from outside, as the  
clerk glances up at the meter on six and sees the dial  
stopped at 52.68, then eyes three twenties on the counter.

EXT. GAS STATION - NIGHT

The clerk heads out from the store.

BORED CLERK  
Hey man, I got your chang...

The clerk looks and sees one Mannequin Man on top of Arthur, seemingly eating him alive, while the other Mannequin Man

LOOKS DIRECTLY at the clerk.

BORED CLERK (CONT'D)

I'll just... you know...

The clerk chucks the change and sprints back into the store.

INT. GAS STATION MARKET - NIGHT

He frantically locks the door, then turns off the lights.

He looks through the window and sees the Mannequin Man calmly approaching, and he closes the blinds and staggers backwards in the dark, KNOCKING OVER a display of sunglasses.

He gets up and immediately KNOCKS OVER another display rack, sending items SMASHING to the floor as the shadow of the Mannequin Man arrives at the locked door.

The clerk, barely visible in the near pitch black store, sits on the floor, terrified.

BORED CLERK

(whispering)

Please, please, please...

The lock on the door SNAPS and the Mannequin Man enters the doorway, his outline framed by the light behind him, his face terrifying, expressionless.

The lights flicker, momentarily cloaking the store in darkness, then they pop back on and Mannequin Man's face has transformed into the face of the Clerk!

The Clerk, who sits perfectly still half buried beneath broken bottles and cans GASPS, and the Mannequin Man turns his head slowly towards him.

From OUTSIDE, we hear the sounds of APPROACHING SIRENS, and we TRANSITION TO:

EXT. GAS STATION - DAWN

A pair of police cars are parked outside the gas station as we see Cee's Black Town Car pulls up to the Gas Station turned crime scene.

Cee and Em get out, Cee looking plenty worse for wear.



CEE

Great... Now we gotta get rid of these bozos.

EM

(happily)  
I'll do it.

Cee looks at her, surprised.

CEE

You're gonna have to neuralyze them.

EM

Not a problem. I was first in my class in advanced neuralyzation technique.

CEE

Great. Get some coffee, too.

Em walks over to the people gathered by the station.

Cee surveys the crime scene by Arthur's car. On the ground we see Arthur's severed hand and nothing else.

Em approaches a small group of onlookers that stare at the hand and the strange looking gun, while POLICE OFFICERS interview the Bored Clerk.

BORED CLERK

I'm telling you, his face... he took my face!

POLICE OFFICER

So you're saying he took his face... off.

BORED CLERK

Don't mess with me, man! I thought I was gonna die covered in beef broth! I'm freaking out!

POLICE OFFICER #2

Yeah, but you smell delicious.

Em ducks under the yellow police tape holding a neuralyzer.

POLICE OFFICER

Hey, lady... This is a crime scene!

EM  
Yes, well, if you don't mind  
looking at this I've got something  
I'd like to show you.

She pops on sunglasses as she raises the neuralyzer and BOOM!

A bright light washes over the crowd.

EM (CONT'D)  
Okay, let me tell you what you saw  
here.

BORED CLERK  
I know what I saw here... ALIENS!

The crowd murmurs in agreement as Em looks at the dials and buttons on the neuralyzer.

EM  
Hang on a second.

POLICE OFFICER  
No you hang on a second. Who the  
heck do you think you are?

EM  
I'm... hang on.

She raises the neuralyzer and BOOM with the light again.

POLICE OFFICER  
Why do you keep doing that? It's  
extremely annoying.

Em turns to see Cee laughing at her.

CEE  
You have to adjust it for natural  
ligh--

EM  
I know what I'm--

BOOM! She accidentally hits the button again.

CEE  
Jesus, a little warning, huh?

EM  
Sorry.

She turns back to the crowd who are now all catatonic.

CEE  
Might have overdone that one.

BOOM! Suddenly all of them start shouting in Portuguese.

CEE (CONT'D)  
That's new.

EM  
Would you shut up and let me do my  
job?

CEE  
Is that what this is?

BOOM!

POLICE OFFICER  
(confused)  
Excuse me miss, but what exactly is  
going on here?

BORED CLERK  
Yeah, what are all these people  
doing here?

Success! Em sneers at Cee.

CEE  
You gonna give them a story or just  
leave them with a gaping hole in  
their timelines?

OLD LADY  
What's happening? Why am I standing  
here? Where's my husband?

EM  
Ladies and gentlemen, what you just  
saw was completely ordinary.

POLICE OFFICER  
What did we see?

EM  
You saw, um... you saw... a guy,  
with, um, a big car, who had a  
heart attack, and uh...

BORED CLERK  
Why is he only a hand? Where's the  
rest of him?

EM

There is no rest of him.

POLICE OFFICER #2

You're saying a hand bought gas and then had a heart attack?

EM

No, there is no hand.

OLD LADY

I'm looking at the hand right now.

Em turns to see Cee holding the hand with a handkerchief.

CEE

How's it going over there?

Em groans and turns back to the crowd, but we stay on Cee.

He puts the hand down and slides into the car, eyeing the cup holders, the console, the glove box...

OVER BY EM

BORED CLERK

So, lemme get this straight. You're saying a traveling hand salesman drove into town, sold so many hands that he bought a helicopter and ditched his car and flew home?

EM

(expecting the worst)  
Yes?

POLICE OFFICER

Makes sense to me. Okay folks, nothing to see here.

The crowd disperses, mumbling about missing the big hand sale and Em smiles, proud of herself as she heads over to Cee, who tosses her a packet of yellow powder.

CEE

Found it in the glove compartment. It's Powdered Fire. Big with the Odonatas. This guy was probably a dealer who got in over his head. Put the hand in the bag and lets get out of here.

Em ignores him, looking around the car, surveying the scene.

CEE (CONT'D)  
I'm telling you, we see this kind  
of thing all the time.

She eyes the pump, \$52.68. She eyes the tire marks of a  
second car.

CEE (CONT'D)  
Hey Nancy Drew, can you hurry this  
up? I'm gonna be late for a poker  
game.

Alan pokes his head out from Cee's jacket pocket.

ALAN THE FLY  
Another poker game? That bartender  
nearly killed m--

Cee shoves the fly back in his pocket and we hear the muffled  
sound of Alan grumbling.

Em eyes the phone booth, locking in on the receiver, hanging  
off its hook.

CEE  
Whoa, that is suspicious. A phone  
booth in 2014...

She heads over, picks it up and listens.

COMPUTER OPERATOR  
...forty-five cents. If you need  
assistance, dial zero for an  
operator.

Em dials zero.

LIVE OPERATOR  
Bell America, how may I help you?

EM  
Yes, I'm trying to make a call and  
I wanted to double check the number  
I dialed?

Cee watches her, impatient, as she jots down a phone number.

CEE  
Lemme guess, E.T. phone home?

EM  
It's a cell from Roswell.

Em hands him the number and Cee stops short.

EM (CONT'D)  
What? You know the number?

Cee nods, clearly rattled.

EM (CONT'D)  
Whose is it?

CEE  
Mine.

CUT TO:

EXT. GAS STATION - LATER

Arthur's car is on a tow-truck. Em waits, while a somber Cee instructs H.

CEE  
Strip it down. See if he had  
anything stashed in there. We'll go  
to Dupree.

EM  
What for?

CEE  
Notify the next of kin.

EM  
So you know who the victim was?

CEE  
Not a lot of drug dealers know my  
phone number.

EM  
Who was he?

CEE  
An old friend. I helped him out a  
few years ago.

EXT. HILLSIDE OVERLOOKING GAS STATION

Our POV switches to round binocular vision, as we watch Cee and Em climb into Cee's town car and drive off to the West.

We pull back to reveal a MANNEQUIN MAN watching them go. He then turns to the tow truck, as H drives off to the East.

EXT. TRAILER PARK - DAY

Cee's Town Car stops in the center of a large trailer park, filled with trailers resting atop cinder blocks.

Cee and Em get out and walk through the park. Some of the trailers are well maintained, others are neglected. Different species of ALIENS hang out in front of the various trailers.

Some gelatinous blobs sit in cheap folding chairs, their jelly-like butts seeping through the webbing of the chairs.

A bark-covered alien in overalls screams in alien tongue at half a dozen tiny bark-covered aliens running and screaming and paying zero attention to their mother.

Em takes it all in, loving the weirdness and feeling at home.

They walk up to one of the nicer trailers, with a well-tended garden and Cee knocks, then takes a respectful step back.

The door opens to reveal an elderly Odonata in a dressing gown. She bears a strong resemblance to Arthur, only her face is a lot more worn and her back's a little crooked.

She's also oddly translucent... you can literally see right through her.

The woman MARGARET, sees Cee and breaks into a huge smile.

MARGARET

As I live and breath, Agent Cee!

CEE

Hi Margaret.

Cee pauses, clearly struggling with what he has to say.

CEE (CONT'D)

I have awful news about your son.

MARGARET

Oh I know. Arthur has left us.

EM

How did you know?

MARGARET

Oh dear, that's just how we Odonata work.

Margaret smiles at Em.

MARGARET (CONT'D)  
What's your name, honey?

EM  
I'm Agent Em.

MARGARET  
Pleasure to meet you Agent Em. Any  
friend of Agent Cee's is a friend  
of mine. Come on in.

INT. TRAILER - DUPREE

Em and Cee sit on a plastic covered couch as Margaret putters  
about, tidying the place up.

As the scene progress she grows more and more translucent.

MARGARET  
I told him to leave it alone, but  
he just wouldn't listen.

EM  
Leave what alone?

Margaret turns and focuses on Em.

MARGARET  
How long have you been working with  
Agent Cee?

EM  
This is my second day.

MARGARET  
Oh that's a shame. I was hoping you  
two had a more intimate  
relationship.

EM  
(with a glance to Cee)  
I assure you it's not for lack of  
trying.

MARGARET  
What is it with these boys? Arthur  
never married, either. It would  
have been good for him. Maybe kept  
him out of trouble.

CEE  
I'm very sorry about Arthur.



MARGARET  
You were always kind to him.

Margaret continues dusting and organizing.

MARGARET (CONT'D)  
I do hate leaving the place in this state.

EM  
Are you going somewhere?

MARGARET  
Home. I was only here because of Arthur.

EM  
About Arthur, what exactly did you tell him to leave alone?

Margaret smiles gently at Em.

MARGARET  
Have you ever loved someone?

EM  
Pardon?

MARGARET  
Have you ever cared about one person more than anything else in the entire universe?

Em falls silent, as Margaret's eyes fill with tears.

MARGARET (CONT'D)  
I begged him to go, but he wanted to stay. He thought maybe you'd be able to put a stop to it.

CEE  
Put a stop to what?

Margaret's outline grows fainter still.

MARGARET  
What's that? It gets harder and harder to hear as I go.

EM  
You're leaving now?

MARGARET  
Yes. Most of me is already gone.

Margaret strokes Em's cheek with a finger that vanishes right in front of their eyes.

CEE

You said he thought I could stop something.

MARGARET

Yes. He didn't say what exactly. He didn't want me to know. All he said was that you were in great danger.

CEE

Me, specifically?

MARGARET

No.

(beat)

All of you.

INT. IMPOUND LOT - MIB ROSWELL

The stripped car rests atop a HIGH-TECH PLASMA LIFT, the constituent parts of the car lie on the floor beneath.

H is bagging and tagging all the evidence he found within.

H

One audio cassette... Destiny's Child.

H drops the tape into a zip-lock.

H (CONT'D)

One jar, udder balm.

He drops it, *ick*, into a zip-lock and wipes his fingers.

H (CONT'D)

One folder, photographs.

(re: the pictures)

Whoa... What the hell?

The Mannequin Man comes in.

H (CONT'D)

Hey, what are you doing back here?

The Mannequin Man silently stares at H.

H (CONT'D)

Listen, I'm very sorry but you're going to have to leave.

MANNEQUIN MAN  
...going to have to leave.

As he speaks, the Mannequin Man's face morphs into H's face.  
The two H's stare at one another for a brief moment and then-

H  
AAAAHHH!!!!

Mannequin H looks at H as he screams, then mimics him.

MANNEQUIN H  
AAAAHHH!!!!

EXT. IMPOUND LOT

We hear their combined screams, and then a sickening SPLUNCH.  
Then... silence.

INT. IMPOUND LOT

The Mannequin Man, back to his generic self, steps over H's lifeless feet and retrieves the folder of photographs.

Pocketing the folder, he then pulls out a SMALL PYRAMID-SHAPED BOX, about four inches tall by four inches wide, and places it atop the pile of parts stripped from Arthur's car.

INT. CEE'S TOWN CAR

Cee drives.

EM  
Well that was ominous.

CEE  
Welcome to the job.

EM  
What do you think she meant? We're all in danger?  
(beat)  
Maybe there's something on the planet and an evil alien will stop at nothing to get it?  
(beat)  
Or maybe there's going to be some kind of alien invasion?  
(beat)  
(MORE)

EM (CONT'D)  
 Or maybe it's a war between aliens  
 that's going to affect all of us?  
 (off Cee's silence)  
 You gonna chime in here?

CEE  
 You seem to be doing a pretty good  
 job describing every conceivable  
 possibility.

INT. IMPOUND LOT - ROSWELL - EVENING

Cee and Em step in to see H, lying atop a gurney as another agent zips H's body bag closed.

CEE  
 No.

Cee runs over but the agent stops him.

MIB AGENT  
 He's gone, Cee.

The other agent wheels H's body out of the impound, and Cee stares in shock.

Em watches, upset, as Cee leans against the wall and slides down to the floor, burying his head in his hands.

After a long beat.

CEE  
 They were looking for me.

EM  
 What?

CEE  
 Whoever did this was looking for  
 me.

EM  
 Arthur's mother said he was trying  
 to give something to you.

Em steps to the table full of evidence. She looks at the comb, the udder balm...

Cee walks over to the stripped parts of Arthur's car.

EM (CONT'D)  
Whoever did this must have thought  
it was important enough to risk  
coming back here to retrieve it.

Cee's eyes settle on the PYRAMID-SHAPED ALIEN BOX left behind  
by Bones. He picks it up and turns it around in his hands.

EM (CONT'D)  
They must have thought it was  
important enough to kill over.

Cee turns the top half of the box one way, while turning the  
bottom half another way, and the two pieces swivel.

EM (CONT'D)  
So whatever it was, they would  
never, ever have left it behind.

Em finishes her thought, just as she looks up to see Cee  
turning the top of the box until we hear a loud CLICK!

EM (CONT'D)  
DON'T!

The box OPENS, and a grapefruit sized ALIEN BUG emerges. It  
looks like a Mosquito after drinking all of the blood of a  
Great Dane.

Wings BUZZING, the bug uncoils a two-inch proboscis/stinger,  
and hovers directly in front of Cee, then... ATTACKS!

Cee ducks and rolls out of the way as the bug SPEARS into the  
concrete wall, it's proboscis WHIRRING like a ROTOR,  
instantly obliterating the concrete into chunks and dust.

Cee scrambles across the floor and LEAPS across the hood of a  
car, falling to the ground as the bug WHIZZES just past his  
head, and underneath Arthur's car.

Em scoops up the control for the PLASMA CAR LIFT and kills  
the power, deactivating the lift and dropping a ton of steel  
directly onto the bug.

CEE  
What the hell was that thing?

Em stares, wide-eyed. Terrified.

EM  
I don't know.

Suddenly, the frame of Arthur's car begins to vibrate, the  
bug beneath apparently not squashed.

Em trains her MIB gun at the car.

A gasket flies off the car, Cee ducks, and the gasket whizzes directly into Em's hand, knocking the gun across the floor.

Cee runs for it, as Em crawls for the gun.

CEE

Forget it.

The bug emerges, it's wings making a ferocious BUZZ.

EM

I got it.

Em grabs the gun, then looks up to see the bug zipping directly at her face.

She lifts the gun, but the bug is too fast. She's done for...

Only it whips over her head and back onto course for its real target... Cee, who's backed up against the far wall, nothing left to hide behind.

CEE'S POV

As he watches the bug bear down on him, closer and closer...

Until we can see the TEETH, millions of them, whirring like a chainsaw all along the top and bottom of the proboscis...

And as the bug reaches Cee's face it...

EXPLODES!

Coating Cee with a rainbow of alien bug guts, which drip down his face as he looks straight ahead to see *Em*.

She stands ten feet away, gun still trained at Cee's face.

CEE

Holy shit.

Em is flushed, breathing heavy, as she takes out her phone.

CEE (CONT'D)

What are you doing?

EM

What do you think I'm doing? I'm calling this in.

The receptionist at MIB New York answers the phone.

EM (CONT'D)  
I'd like to speak to Agent A,  
please.

NY RECEPTIONIST  
Hold for transfer.

Cee rips the phone out of her hand. Hits mute.

CEE  
Why are you doing this?

EM  
What do you mean why? We lost an  
agent. It's procedur--

CEE  
Procedure? Let me tell you what the  
procedure is. They're gonna hear  
one word about that bug and Agent H  
and they're gonna jump on that  
train and take this away from us.

Em doesn't like what she's hearing.

CEE (CONT'D)  
You don't want to be here, right?  
You think you're better than this?  
That you belong in New York.

Em says nothing.

CEE (CONT'D)  
What, now you're shy?

EM  
Yes. I'm better than this.

CEE  
Well now's the time to prove it.

INT. MIB NEW YORK

Agent A picks up his office phone.

AGENT A  
Hello?

INTERCUT PHONE CONVERSATION

Em stares at Cee, doing the math.

EM  
You want to get the guy who killed  
H.

CEE  
You're goddamn right I do.

EM  
So we'll use each other to get what  
we want?

CEE  
Yes.

AGENT A  
Hello?

A long beat, then Em hangs up the phone. Her mind racing.

EM  
It wasn't Arthur who left that box  
for you, was it?

Cee shakes his head.

EM (CONT'D)  
And you know who did?

Cee slowly nods.

EM (CONT'D)  
Who?

EXT. VLA - VERY LARGE ARRAY - DAY

A TOUR GUIDE leads a group of visitors through the large  
field of massive antennae.

TOUR GUIDE  
There are 27 antennae in all, each  
with a diameter of over 25 meters.

A little boy in the group raises his hand.

TOUR GUIDE (CONT'D)  
Yes.

LITTLE BOY  
Is it true those dishes talk to  
aliens?

The Tour Guide smiles as the grown ups in the group laugh.



TOUR GUIDE

Despite what you see in the movies,  
the VLA has no connection to the  
search for intelligent life.

LITTLE BOY'S MOTHER

So what are they used for?

TOUR GUIDE

Each dish performs a very specific  
function, from investigating  
quasars to communicating with our  
satellites. These dishes play a  
part in everything from predicting  
the weather to firing a missile.  
Now, if there's nothing else, I'd  
like to sh--

MAN IN CROWD

I have a question.

They turn to see a middle-aged man, thin, wearing a Bowler  
hat. A name tag sticker reads: BASIL.

BASIL

Am I correct that there are 47  
employees at this facility?

The tour guide laughs.

TOUR GUIDE

That's a very specific question.

BASIL

A simple yes or no would suffice.

The crowd eyes Basil sideways, instinctively not liking him.

TOUR GUIDE

Yes. Now, if you'll follow m--

BASIL

And eleven people on this tour.

TOUR GUIDE

(snotty)

Twelve, actually. You forgot to  
count yourself.

Basil chuckles to himself.

BASIL

My dear, I didn't forget. I'm only  
counting people.

Basil turns around and walks away.

TOUR GUIDE

Sorry about that folks. Takes all  
kinds... Now, if you'll follow me  
I'll show you--

The Tour Guide stops, as over the group's heads she sees a large group heading towards them as Basil walks away.

It's 59 MANNEQUIN MEN!

The Tour Guide steps through the tourists, and as the first of the Mannequin Men approaches the terrified Tour Guide the Mannequin Man's face slowly

TRANSFORMS into the Tour Guide's TERRIFIED FACE. She's looking in horror at herself looking in horror. Her scream is cut short as the alien ATTACKS!

We PULL BACK as EVERY HUMAN the mannequin men encounter is attacked - one mannequin man for each human...

EXT. HIGHWAY - DAY

Cee's Black Town car drives down the highway. They pass a sign that says - LAS VEGAS: 80 MILES.

INT. CEE'S TOWN CAR

EM

So he operates out of Vegas?

Cee laughs.

CEE

He is Vegas.

(off her look)

Lemme ask you something. What year was the Roswell crash?

EM

Forty-eight.

CEE

And what year did the first casino open in Vegas?

(she doesn't know)

Nineteen forty nine... Ever wonder why anyone would ever build a city in the least habitable place on Earth for humans?

Em is stunned.

EM

Because it wasn't built for humans.

CEE

Bugsy Siegel? Basil's errand boy.  
At least until Bugsy got too big  
for his britches and Basil took him  
out. As he did every other threat  
for the past 60 years. Basil exists  
somewhere between myth and reality.  
He's everywhere and he's nowhere.

FLASH TO:

EXT. VERY LARGE ARRAY - DUSK

Basil slowly walks through the field of radars.

CEE (V.O.)

He's like the Kaiser Soze of  
aliens. He's the most dangerous  
creature on the Earth.

All around him the Mannequin Men conclude their human meals,  
having adopted the plasticized versions of the faces of their  
prey.

CEE (V.O.)

He's ruthless. Willing to do  
anything to get what he wants.

INT. CEE'S TOWN CAR

Em looks at Cee, deadly serious.

EM

And what do you think he wants now?

CEE

I don't know. That's what we have  
to find out. And if we don't, the  
entire planet could be in danger.

Cee pulls the car onto an off-ramp and exits.

INT. TOWN CAR - EARLY EVENING

The Town Car pulls into the driveway of what was once a  
lovely old country house but is now in rough shape.

CEE

Wait here, I gotta get something  
from inside.

Cee climbs out and Em watches as he walks slowly up the steps  
of the old house and knocks on the door.

A NURSE in a white dress answers and Cee steps inside.

INT. OLD HOUSE - EARLY EVENING

Cee follows the nurse down a hallway lined with old furniture  
that matches the house: once nice, now just hanging on.

CEE

How is she?

NURSE

You know... she has good days and  
bad days. More bad than good, I'm  
afraid.

The nurse opens a door at the end of the hallway.

NURSE (CONT'D)

Louise, you have a visitor.

EXT. OLD HOUSE - EARLY EVENING

Em opens her door and steps out. She stretches her legs,  
cracks her back, eyeing the house.

Then slowly approaches the front porch.

She reaches the front door and lifts a hand to knock, then  
stops, as through the window she sees a small table in the  
hallway with a handful of framed pictures.

On the pictures she can clearly make out a young Cee,  
alongside what must be his mother. As the pictures of Cee get  
older, so does the woman.

INT. OLD HOUSE - EARLY EVENING

Cee sits beside an old woman, the same one from the pictures  
only far older now.

LOUISE

Ah, you're a policeman!  
(playful)  
(MORE)

LOUISE (CONT'D)  
I hope I haven't done anything  
wrong.

CEE  
No, of course not.

LOUISE  
You know my son was a policeman.

Cee smiles, sadly.

CEE  
Can you keep a secret, Mrs. Nolan?  
I'm actually a very special kind of  
policeman.

Louise perks up.

CEE (CONT'D)  
I'm actually part of a secret  
organization that monitors and  
polices alien activity on Earth.

LOUISE  
Aliens! How exciting.

CEE  
It can be. It can be tough  
sometimes, too.

LOUISE  
Are they nice, the aliens?

CEE  
Most of them. They're a lot like  
us, really. There are a few bad  
apples, but most of 'em are okay.

Cee lifts a vase and retrieves a set of hidden keys.

EXT. BACK PORCH - EARLY EVENING

Em walks quietly around the back porch, stopping in front of  
an open window of the room where Cee talks to Louise.

She listens.

LOUISE  
Do you think my son could work for  
your secret agency? He was always a  
very curious young boy.

CEE

I can't see why not. Tell you what,  
I'll get his information from  
Dierdre and see if we can't work  
something out.

LOUISE

Would you? I think he'd like that.  
I do hope he's... I do hope...

Louise stops, a tortured look of anguish on her face.

LOUISE (CONT'D)

I'm sorry, I've lost my train of  
thought. I do that these days.

CEE

You were talking about your son.

LOUISE

Oh yes! Did I tell you he's a ball  
player. He's going to play for the  
New York Yankees! Can you believe  
that?

INT. OLD HOUSE - BACK ROOM - EARLY EVENING

Cee gives Louise a kiss on the forehead.

CEE

I gotta go Mrs. Nolan. It was great  
chatting with you.

LOUISE

Yes, wonderful to meet you. What  
did you say your name was again?

CEE

Christopher.

LOUISE

(her eyes light up)  
Christopher? That's my son's name!

EXT. OLD HOUSE - EARLY EVENING

Cee emerges to find Em, leaning against the front hood of the  
car, as though she never left.

He gestures to her, then heads over to the garage. Em  
follows.

INT. GARAGE - EARLY EVENING

From inside the garage, the door slides open to reveal Cee and a stunned Em.

EM  
Holy shit.

We whip around to see:

1) An MIB arsenal - Basically every weapon we've ever seen used in an MIB movie... and then some you haven't.

2) At the center of it all is a Matte Black, fully pimped out, 1970 Plymouth Barracuda.

EM (CONT'D)  
Holy shit.

Cee keys open the trunk and starts grabbing weapons off the shelves and putting them inside.

Em walks the shelves like a kid in a candy store.

EM (CONT'D)  
Reverberating Carbonizer. Tribarrel  
Plasma Gun.

Em stops, gobsmacked.

EM (CONT'D)  
Is that what I think it is?

Cee grabs it and hands it to her.

CEE  
Series 8 De-Atomizer.

EM  
(in awe)  
I thought these were illegal.

CEE  
I'm not supposed to have any fun  
just cause some dipshit put the  
cartridge in upside down?

EM  
An upside down cartridge!? That's  
what caused the Pepcon Disaster?

CEE  
It wasn't that big a deal.

EM

It incinerated everything inside a square mile! It almost tore a hole in the fabric of the universe!

Cee hands her a cartridge with handwritten labels on it.

CEE

*Up. Down.* Problem solved.

EM

Does *Up* mean the part you slide into the gun or the part that sticks *Up* from the bottom?

CEE

What? It's... You put the, uh...

He throws the cartridge in the trunk and hands her a smaller gun.

CEE (CONT'D)

Just use the J2.

EM

Yeah, maybe that's best.

CEE

(mocking her)

Maybe that's best.

INT. PLYMOUTH BARRACUDA - EARLY EVENING

Cee and Em strap in.

CEE

Actually, do you wanna drive? I'm kind of tired.

EM

Seriously? I'd absolutely lo--

Cee bursts out laughing.

EM (CONT'D)

Screw you.

CEE

Like I would ever... ever... let you drive this vehicle. Ha!

Cee turns the key and the ENGINE ROARS to life.



CEE (CONT'D)  
Should have kissed me when you had  
the chance.

EM  
Whatever.

Cee revs the ENGINE, like a THOUSAND LIONS PURRING.

EM (CONT'D)  
Oh, my...

They fly out of the garage and slide across the dirt and back  
onto the road.

INT. PLYMOUTH BARRACUDA - DUSK

Cee drives, Em looks at him.

CEE  
Just say it.

EM  
What?

CEE  
You've been staring at me with that  
look on your face for the past  
sixty miles. Out with it.

Em thinks, then speaks.

EM  
The feather I carry comes from an  
alien I met when I was seven years  
old.

CEE  
You? Met an alien when you were  
seven?

EM  
It was hiding under my bed. I was  
six inches away from it. It wanted  
me to keep it a secret and I did.

CEE  
(impressed)  
At seven?

EM  
It said something to me...  
(beat)  
*Strichaka Maoilisa.*

CEE  
(laughing)  
It said that? Really?

EM  
You know what it means?

CEE  
Of course. It's Colthillian. You must have met a baby because they're nasty buggers. Kill you for a nickel. *Strichaka Maoilisa* means--

EM  
NO! Don't tell me!

CEE  
You don't want to know?

EM  
No. It's better this way. This way it means anything I want it to mean. It means mystery. It means the world is bigger than my small-minded parents in my small-minded town.

Cee looks at her, appraising her.

EM (CONT'D)  
So... anything you want to tell me?

Cee shrugs.

CEE  
I don't know. You're less annoying than I expected you to be.

EM  
(with an eye roll)  
Thanks.

CEE  
(beat)  
I'm still not going to kiss you.

Em groans.

EM

You're a jerk, you know th--

The CAR is SUDDENLY RAMMED in the side, Cee desperately cranks the wheel and barely keeps the car on the road.

CEE

Jesus!

They look out the windows, but see nothing.

EM

What was that? What hit us?

The CAR is SLAMMED again, this time on the other side.

Cee slams on the gas, the BACK OF THE CAR is barely CLIPPED, and they fishtail ever so slightly as they race forward.

EM (CONT'D)

What's happening?

CEE

I don't know!

Back and forth the car is bumped and slammed, as Cee tries to navigate his way down the highway.

Eventually despite every effort, Cee is pushed off the road, and seeing some kind of distortion in the air a few yards in front of them, he SLAMS ON THE BRAKES.

As the car screeches to a halt, a large WHITE TOWN CAR materializes just inches from the grill of their car.

Two more Town Cars appear from nowhere, and sitting in the driver's seat of the front car we see

DOMINIC, 40s, a gum-chewing Don Johnson wannabe with a crisp WHITE SUIT.

CEE (CONT'D)

God damnit.

DOMINIC

How you doing, Cee? Been awhile.

(beat)

Like the new cars? Pretty sweet, huh?

EXT. FREMONT STREET - LAS VEGAS - NIGHT

We come in slowly on VEGAS VIC, the iconic neon cowboy that stands at one end of the old Vegas strip on Fremont Street.

CEE (O.S.)  
You scuffed up the Barracuda!

DOMINIC (O.S.)  
Eh... buff it out.

And slowly ZOOM into one of VEGAS VIC'S EYES, RIGHT INTO...

INT. OFFICE - NIGHT

The office is 70s era Rat Pack decor, with neon lights pouring through the eyeball windows giving everything an electric rainbow-tinted hue.

Dominic sits at a desk facing Em and Cee.

CEE  
Buff it out? That's a 3000 dollar paint job!

DOMINIC  
Don't be an asshole, Cee.

Cee sighs.

CEE  
Tell me something Dominic, if I'm the asshole, how come you're the one wearing a *white* suit.

DOMINIC  
You like it? Who says we always have to wear black?

CEE  
It's right in the goddamned name!

Dominic ignores Cee, turns to Em.

DOMINIC  
So what do you call this little cupcake?

Dominic kicks his boots onto the desk, smiling broadly.

EM  
My *name* is Agent *Em*... I'm Agent Cee's partner.

DOMINIC  
His partner? My condolences.

CEE  
(to Em)  
Dominic and I used to be partners.  
Back when I worked MIB Vegas.

Em is taken aback.

DOMINIC  
He didn't tell you? No, of course  
he didn't. Cee's not really the  
talkative type. Did he tell you he  
used to work in this very office?

It's clear from Em's look that she knows none of this.

DOMINIC (CONT'D)  
That's right, he and I used to be  
partners. At least until he got  
himself booted out to Roswell. I  
warned him not to mess with Basil,  
but he's stubborn, you know?

Em looks at Cee, who keeps his eyes on the floor.

DOMINIC (CONT'D)  
So what brings you two to my fair  
city? Cause I'm damn sure it's not  
official business. Damn sure.

EM  
Actually, we're here to--

CEE  
Get married.

Dominic's jaw drops. As does Em's.

DOMINIC  
Married? You two? To each other?

CEE  
Yep. Isn't that right, shnookiepoo?

Cee takes Em's hand, begging her with his eyes to go along.

EM  
(through gritted teeth)  
That's right. We're tying the knot.

DOMINIC  
Hot damn! Why didn't you say so!

INT. WEDDING CHAPEL - A FEW MINUTES LATER

Cee stands with Em, a cheap wedding veil on Em's head. An Elvis impersonator/Priest stands before them at an altar.

EM  
(under her breath)  
I'm gonna murder you.

CEE  
What the hell was I supposed to do?

EM  
Not be my husband.

ELVIS PRIESTLY  
He ain't no *Hound Dog*. He *Loves You Tender*. And now he's *All Shook Up*.

EM  
My mother's gonna murder me.

ELVIS PRIESTLY  
Can I get a witness.

DOMINIC  
Do it Elvis Priestly!

ELVIS PRIESTLY  
Without further ado, do you take  
this woman to be your-

CEE  
I do.

ELVIS PRIESTLY  
And do you take this man, to Be  
Your Eternal... *Teddy Bear*?

Em stares at Elvis, borderline catatonic.

ELVIS PRIESTLY (CONT'D)  
Ma'am, we got four more lovebirds  
waiting on the room, so if you  
don't mind... *It's Now Or Never*.

The LONGEST BEAT EVER.

EM  
(inaudible)  
I do.

ELVIS PRIESTLY  
Pardon?

EM  
 (croaked, barely audible)  
 I do.

ELVIS PRIESTLY  
 Baby, hit me one more time.

EM  
 I DO!

ELVIS PRIESTLY  
 With the power vested in my *Blue Suede Shoes* I pronounce you man and wife. You may kiss the bride.

EM  
 Over my dead body.

Dominic rises and claps, a solitary tear runs down his cheek.

INT. PLYMOUTH BARRACUDA

They drive off, Dominic throwing rice in the background.

Cee laughs as Em rips off her veil, anything but pleased.

EM  
 I can't believe that just happened.

CEE  
 (delighted)  
 Me neither.

EM  
 It better be worth it.

CEE  
 Don't worry, shnookiepoo. I'm a wonderful provider.

EM  
 Don't mess with me on my wedding day.

Cee smiles, as Em shakes her head in disbelief.

EM (CONT'D)  
 So where to?

CEE  
 Arrivals. If Basil's planning something he's gonna need muscle.

The car zips away from the curb... they're on the case!

EXT. LUXOR HOTEL - NIGHT

Cee and Em pull up alongside the gigantic Pyramid-shaped hotel and casino. At the top of the casino is a massive light, it is, in fact,

The Brightest Light On Earth. It shines straight up from the casino to some distant point in the sky, far out of sight.

They step out of the car and walk into the casino. As they go, we stay behind them, where we see a

LARGE HULKING FIGURE lurking in the shadows. Whoever it is, their face is SCARRED, MURDEROUS, SCARY.

He seems focused on Em in particular as she walks inside.

INT. LUXOR HOTEL - NIGHT

They cut across a crowded hotel lobby and casino, arriving at the center of the building.

EM

This is arrivals? Arrivals of what,  
tacky decor?

Cee walks over to an elevator and hits the button.

The doors open to reveal a barely disguised alien seated in a chair, working as the elevator operator.

ALIEN ELEVATOR OPERATOR

Out of service. Use the elevators  
across from the poker room.

The doors start to close and Cee pulls them back open.

CEE

(flashing a badge)  
M.I.B., take us up.

ALIEN ELEVATOR OPERATOR

If you're M.I.B. how come you've  
got a *black* suit?

CEE

Jesus, it's IN THE NAME!



ALIEN ELEVATOR OPERATOR  
So's the word *MEN*, so what's she  
doing here?

CEE  
Just take us up, jack ass.

The elevator operator reluctantly starts the elevator.

EM  
He's right you know. It's  
completely sexist.

CEE  
Would you--

EM  
I mean it's 2014, seems like--

CEE  
What do you want to call it, People  
In Black? It's called brand  
awareness.  
(he knocks on the wall)  
Open up... it's the People In  
Black. Doesn't work.

EM  
I'm just saying. We could  
brainstorm it.

CEE  
Brainstorm it?

EM  
Open up... it's the Black People!

The doors close and the elevator RISES!

EM (O.S.) (CONT'D)  
I'll keep working on it.

EXT. LUXOR HOTEL - NIGHT

We watch, as the elevator rises up through the center of the  
roof, straight between the rows and rows of LIGHTS that we  
see form a shield around a

SPACE ELEVATOR! (An elevator that runs along a tether between  
the surface of the Earth and a counterweight in outer space,  
allowing for travel to and from the surface without rockets.)

The elevator rises and rises, passing straight through the atmosphere and into shallow outer space.

#### INSIDE THE ELEVATOR

Em is in awe as both she and Cee begin to float. The operator remains belted into his seat, which is bolted to the floor.

Em starts to giggle, which makes Cee smirk at her greenness, while the elevator operator rolls his eyes. They eventually begin to slow their ascent.

#### ELEVATOR OPERATOR

Arrivals.

The elevator comes to a stop, and there's a loud THUNK of BOLTS clamping into place, and Cee and Em fall back to the floor as some form of virtual gravity kicks in.

Cee falls gracefully, having done this before. Em... doesn't.

#### INT. ARRIVALS - OUTER SPACE

The doors open to reveal Richard Branson's wet dream. An airport terminal in outer space, filled with all kinds of aliens wheeling in their luggage, fresh off their ships.

We see the friendly WORMS, Frank the Pug, Arquilians... a 2015 topical celebrity whose alien-ness makes us laugh.

They step out, Em walking funny as she readjusts to gravity,

#### EM

Oh my.

Out the windows we see all kinds of Spacecraft pulling into port, while one flight above we see ships blasting off.

Em can barely keep her shit together as she follows Cee across the terminal to an arrivals board.

#### CEE

Arcadia, Gorlon, Seldomon...

#### EM

What are we looking for?

#### CEE

That...

Cee says and points dramatically at the screen.

CEE (CONT'D)

...is what I'd say if I saw something interesting, but I don't. These are all fairly straight-forward arrivals. Gamblers, tourists, family vacationers.

Cee heads over to a desk manned by SHEILA a ten foot tall string bean of an alien in a Flight Attendant's red dress.

Sheila takes one look at Em and Cee in their MIB suits and collapses into her chair and starts weeping.

SHEILA

I swear to God it wasn't my idea.

CEE

Lady, it's not about the--

SHEILA

They said no one would know. They said it wasn't a big deal. They said--

CEE

It's not about the pens.

SHEILA

It's not?

CEE

(to Em)

Ink junky. All those pens that go missing. It's these guys. Can't get enough of the stuff.

(to Sheila)

Look, have any ships come through here the past few days from Threat Sector 4 or higher?

SHEILA

Sector 4? Don't think so. We flag all of those in the Dendo Logs. Hang on...

Sheila opens a log book and thumbs through the recent pages.

CEE

No Heslits? Remterids? Phelicipeds?

SHEILA

No, nothing above a Sector 2 and those were just Deltoids here for a stag weekend.

CEE

Huh.

Cee lays a hand down on the desk, then turns away, revealing a pen he's leaving behind for Sheila. As Cee and Em talk, Sheila hungrily and audibly GOBBLES up the ink in the pen.

CEE (CONT'D)

(to Em)

Doesn't make sense.

EM

That this exists? That I've been to Vegas for four different conferences on the likelihood of life on other planets and not once noticed the giant tube funneling aliens in from outer space?

CEE

It's the light beam. You couldn't see through it if you were two feet away.

Sheila arrives, ink all over her teeth.

SHEILA

Listen, I don't know if this is helpful or not, but is it possible whoever you're looking for hasn't arrived yet?

CEE

Why, is there someone en route?

SHEILA

That's just it, we don't know. Something went haywire with the VLA yesterday so we're not really sure who's coming until they pull into port.

CEE

Thanks.

Sheila back to her desk and Cee nods, thinking.

CEE (CONT'D)

C'mon. We've got to talk to the experts.

EXT. NELLIS AIR FORCE BASE - NIGHT

Basil approaches two guards in a gated booth at the entrance to the sprawling base.

SOLDIER AT CHECK POINT  
Stop right there, sir.

BASIL  
Good morning, I'm only looking for  
a piece of information.

SOLDIER AT CHECK POINT  
I'm sure I can't help you with  
that, sir, please turn around.

BASIL  
Yes, but it will only take a  
moment.  
(beat)  
Can you confirm for me that there  
are 846 employees on the premises?

Two Mannequin Men approach the soldiers at the guard booth and ATTACK them from behind.

In an instant, they're devoured and replaced by the two Mannequin copies, one of which steps over and opens up the gate for Basil and a phalanx of approaching Mannequin Men.

INT. CONVENTION CENTER

Cee and Em walk through hundreds of people in Cosplay outfits, all excitedly moving through the convention center.

As they walk, we see Alan, The Dirty Alien Fly zipping around peeping down the shirts of all the low cut Cosplay outfits.

EM  
These are the experts?

CEE  
Not exactly.

They approach the front door of a massive conference hall but are stopped by a pair of nerdy Comic-Con types.

NERDY COMIC CON GUY  
I need to see your badge.

CEE  
Huh?

NERDY COMIC CON GIRL  
Your badge? We need to see it.

Cee nods and pulls out his MIB badge and both the comic con gatekeepers crack up.

NERDY COMIC CON GUY  
Your convention badges, smartass.

CEE  
Look, we don't have time for this.  
We're here on official business.

They both crack up again.

NERDY COMIC CON GIRL  
Yeah, you and the other twenty  
agents are all on very important  
business.

She gestures behind Cee and Em and they turn and see a few dozen people in a varying quality Men In Black costumes.

Cee and Em actually laugh.

EM  
Hang on a sec.

Em heads off as the nerdy gatekeepers examine his MIB badge.

NERDY COMIC CON GUY  
Did you make this yourself?

CEE  
What?

NERDY COMIC CON GIRL  
It's impressive. Is it actual  
Silver?

NERDY COMIC CON GUY  
It feels heavier. Palladium?

As they fondle Cee's badge, Em gestures a young couple near the back of the line into a darkened corner, where we see a

FLASH!

Of a neuralyzer, and then the young couple sprints out of the corner and runs straight out of the conference hall.

Em coolly heads back to Cee carrying both of their badges.

CEE

What'd you say to them?

EM

I told them an asteroid was due to hit Earth in three hours and if they don't have sex right now it's never going to happen.

Em hands an impressed Cee a badge and cruises into the conference hall.

As they go, we again see they're being watched by the same HULKING FIGURE.

INT. CONFERENCE HALL

Cee and Em move through a massive room filled with endless rows of tables displaying Comic Books and Graphic Novels.

Manning the tables are all kinds of people, some dressed normal, some in costumes, some decked out like aliens.

Cee makes his way over to someone dressed up like an alien - he has a shaved head and a tank top over his lumpy grey skin.

CEE

Hey, Jaquos.

JAQUOS

Cee, how's it going? When did you get back?

CEE

Just got in.

Em stares at Jaquos... his skin...

JAQUOS

What's with her? Why's she mad dogging me?

EM

Sorry, it's just that your costume...

Em reaches out and touches her fingers to the pinkish skin pockets that cover his shoulders.

EM (CONT'D)

...it's so real.

Jaquos reaches out and CLAMPS A HAND onto Em's CROTCH.

They stand there for a horribly awkward moment, Em's hand on one of Jaquos' shoulder pockets and his hand on her crotch.

EM (CONT'D)

Uh... What's happening right now?

JAQUOS

I just figured if you were gonna touch my genitals I'd go ahead and check out yours.

Em quickly removes her hand and Jaquos does the same.

CEE

Jaquos here is from Nobrino, a small-ish planet in Omega Centauri.

EM

Pl...ease to meet you.

CEE

These conventions are a great place for lesser alien authors to come and sell their thinly veiled autobiographical garbage to permanently adolescent males who think a graphic novel is--  
(fake cough)  
Art.

JAQUOS

Hey!

CEE

What's Basil planning?

JAQUOS

You're just gonna insult me and expect me to give you information?

CEE

You want her to stick her fingers back in your... whatever those are?

JAQUOS

Sure!

CEE

You want me to stick *my* fingers in there?



JAQUOS  
I'm open-minded, man.

CEE  
C'mon, don't make me beg.

JAQUOS  
Who said anything about begging?  
Cee's shoulders slump and he rolls his eyes.

CEE  
How much?

JAQUOS  
I was thinking the whole Boxed Set,  
Volumes One through Nine.

CEE  
Nine? Seriously?

JAQUOS  
Nine's the best one! It's all about  
the time I-- er, Captain Love  
Shoulders battled the Zaptolik  
overlords over that parking tick--  
uh, I don't want to give anything  
away.

Cee turns to Em, irritated.

CEE  
Pay the man.

EM  
Me? I don't have a wallet.  
(off his look, her skirt)  
It ruins my lines!

Cee reluctantly pulls out his wallet and hands Jaquos money.

JAQUOS  
You heard about the VLA?  
(off Cee's nod)  
Well he just hit Nellis Air Force  
Base, too.

CEE  
Nellis is the closest military base  
to Vegas.

EM

And the VLA coordinates our missile guidance systems. You realize what he's doing?

CEE

He's taking out our ability to defend ourselves.

JAQUOS

(handing Cee a few bills)  
And two is your change. Thank you, come again.

INT. MIB OFFICE - LAS VEGAS - NIGHT

Cee and Em sit expectantly across from Dominic, who is turned around in his seat, facing the wall.

DOMINIC

Guy's this is not good.

CEE

We told you!

DOMINIC

No, I mean this book.

Dominic turns in his seat, Jaquos's graphic novel in his lap.

DOMINIC (CONT'D)

It's really terrible.

CEE

Dominic, this is serious.

DOMINIC

I know! How an intelligent adult can waste one second of their life on a *graphic novel* is totally beyond me.

CEE

God damnit!

DOMINIC

Look, Cee, why do you think I'm giving you such a hard time?

CEE

Because you're an asshole!

DOMINIC

Because I like you. I've always liked you. That's why I let you pretend you were just here to get married, which by the way I can't believe you actually went through with. I don't know what they told you but that is NOT easy to undo.

CEE

Just pick up the phone and make one damn call. That's all I'm asking.

Dominic eyes Cee, sees how important it is to him.

DOMINIC

I'll do it... on one condition. If the call doesn't back up what you're telling me, you're going to get up and leave this city and never come back. Deal?

CEE

(no hesitation)

Make the call.

Dominic shakes his head, thinking he already knows how this is gonna go as he picks up the phone.

DOMINIC

Monica, get me the V,L,A.

MONICA (O.S.)

(ditzy)

What's the Vla?

DOMINIC

(rolling his eyes)

The Very Large Array, honey. It's in New Mexico.

(lowering the phone)

She's not the brightest, but she's got amazing...

EM

(annoyed)

Breasts?

DOMINIC

Industry contacts. She can get tickets to anything. Maybe when this is done you and I can go see Blue Man Group.

(into phone)

(MORE)

DOMINIC (CONT'D)

Yeah, Hi, this is Agent Dee calling from the Las Vegas office, I was wondering if you'd had any sort of trouble with the array in the last few days?

(beat, nodding)

Oh you have... I see... I see...

Okay thank you very much.

Dominic hangs up the phone.

DOMINIC (CONT'D)

Wildfire in the Cebola National Park. Haven't had power since Tuesday, but they're keeping track of everything manually.

CEE

Bullshit.

DOMINIC

Oh yeah? Monica, get me Nellis Airforce Base.

(to Em)

Seriously, Boyz II Men, Carrot Top... You name it, I can make it happen.

(into phone)

Hey, this is Agent Dee over at Las Vegas. This is gonna sound crazy, but...

INT. NELLIS AIR FORCE BASE - SAME TIME

A freakish, plasticized version of a receptionist sits behind the counter, holding the phone, listening. Then...

PLASTIC RECEPTIONIST

Agent Dee, I can assure you there are no *aliens* here.

INT. MIB OFFICE - LAS VEGAS - NIGHT

Dominic hangs up the phone.

DOMINIC

Good seeing you, kid. Now get the hell out of my city.

(to Em)

Make sure he stays gone.

INT. SEEDY BAR - MORNING

Em walks in and spots Cee at the end of the bar, finishing a glass of whiskey and gesturing to the bartender for another.

EM  
Make that two.

CEE  
No really, I've probably already  
had enough.

EM  
Don't be an asshole.

CEE  
I'm like that scorpion, get on my  
back and my spots don't change or  
however the hell it goes.

EM  
Here's what I can piece together so  
far.

CEE  
I don't want to talk about the  
investigation, or whatever the hell  
you call what we've been doing,  
okay?

EM  
I was talking about you. Here's my  
best guess... You were a big shot  
baseball player in high school.  
Good enough to get drafted by the  
Yankees, but you only ever played  
half a season of Double-A ball  
because your Mom got sick.

The bartender arrives and drops two whiskeys on the bar. Cee  
downs his in one go and BUZZES her incorrect.

CEE  
She was already sick when I left. I  
went home because she started to  
forget my name.

Em looks at him, but Cee barks at her.

CEE (CONT'D)  
Don't look at me like that. The  
only pity I want is my own.

EM

You went back home to Nevada and got a job as a cop. Probably the only thing you were qualified for that offered medical insurance.

CEE

And I wanted to shoot things. I was mad. Playing at being a martyr.

EM

But turns out you were a born cop. Athletic. Smart. Kind.

Cee BANGS his empty glass on the bar to get the bartender's attention, then shakes the empty glass to get another.

EM (CONT'D)

You got the attention of Dominic, who recognized your name from your baseball days. Gave you a shot at the majors.

CEE

Don't flatter yourself, doll. This ain't the majors.

The bartender puts a full glass in front of Cee.

BARTENDER

Last one, buddy.

CEE

Heh, we'll see about that.

Cee takes out his neuralyzer, but Em forces it back into his pocket and smiles at the bartender, who walks off.

EM

What happened to you? What happened between you and Basil?

Cee downs his shot and groans, finally drunk or vulnerable enough to talk.

CEE

You want the truth?

EM

Uh, yeah... wanting the truth is kind of my thing.

CEE

Okay, close your eyes.

She cocks her head, unsure. Then she shuts her eyes and Cee  
NEURALYZES THE BARTENDER

Em opens her eyes as Cee leans over the bar and grabs a  
bottle of whiskey.

EM  
What did you just do?

CEE  
Nothing, come on.

They walk out past the glassy-eyed bartender.

CEE (CONT'D)  
You're in love with your sister.

BARTENDER  
You bet I am!

EM  
No, you're not.

BARTENDER  
Okey dokey. Thanks for stopping by!

EXT. VALLEY OF FIRE

Cee and Em step out of the car at a small ranch, not much to  
look at, sitting alone in the vast expanse of dirt and rock.

EM  
Where are we?

CEE  
The Valley of Fire.

Other than the ranch, there's nothing for miles.

CEE (CONT'D)  
There was this family of Dubamoles  
that lived here. Basil wanted the  
mining rights to their land and was  
putting the muscle to them, but  
they didn't want to sell.

They walk up to the house, which looks abandoned.

CEE (CONT'D)  
So one day I paid Basil a visit and  
told him I didn't care who he was,  
the law was the law.  
(MORE)

CEE (CONT'D)

He told me he understood, said he respected my gumption.

(beat)

Next day they found a bag of Powdered Fire in my desk. I was made to look like a junkie, and shipped out to Roswell to clean up.

EM

Dominic didn't back you up?

CEE

He couldn't.

Em eyes him, not following.

CEE (CONT'D)

That time I helped Arthur out? He got caught with a bag of Powdered Fire. He was just a kid and he loved it here. I didn't want him getting booted off the planet over a stupid bag of dope...

EM

So you took the wrap.

Cee nods, giving a half-laugh at Basil's cunning.

CEE

Basil knew exactly how to get rid of me.

They arrive at the house and Cee kicks open the front door.

INT. HOUSE OF THE DUBAMOLES

The pair walk inside to find it completely empty, nothing but walls and floorboards.

EM

Looks like they cleaned the place out.

CEE

No.

(off Em's look)

There was nothing to clean. The house has always been nothing but a front for humans.

Cee leads Em over to a trap door cut into the floorboards of the dining room.



CEE (CONT'D)  
Dubamoles live below ground.

He pulls open the door, which brings a thick mesh of cobwebs and dirt up with it.

CEE (CONT'D)  
Ladies first.

INT. TUNNEL

Em climbs down into a dark room, too dark to see, until Cee arrives behind her and flicks on the lights to reveal...

Something out of a children's book, with carpets and furniture on the dirt floor, lights built into the ground, and tunnels for hallways.

It's clear from the decor - framed photos of Earth, a U.S. flag, a Walmart-style family portrait in matching outfits - that these Dubamoles truly loved their new home on Earth.

Only everything is in disarray, as if we've arrived on the scene after a home invasion.

EM  
Basil did this.

Cee nods and pushes deeper into the underground home, down a tunnel to a bedroom, with a large bed and a pair of dressers.

Em moves further down the tunnel to the final room.

INT. UNDERGROUND BEDROOM

Em makes her way into the room, which has a much smaller bed: the bed of a child.

We start to HEAR the sounds of the attack playing in her head. The Dubamoles shouting, Basil and his men advancing.

Em closes her eyes, and we

FLASHBACK TO:

INT. MEGHAN'S CHILDHOOD BEDROOM

As Meghan hears noises and races inside her room and slams the door, then shimmies underneath the bed.

END FLASHBACK:

INT. UNDERGROUND BEDROOM

Em reaches down and lifts up the Dubamole bed, revealing...

A small pile of bones and a lone child's toy.

Cee arrives in the room and sees what Em sees. His entire body starts to shake.

EM  
(realizing)  
You didn't know he killed them...

Cee kicks a large wooden beam, knocking it out with SMASH.  
He's furious, insane with rage.

CEE  
He's a dead man.

Cee storms out of the room.

EM  
Cee, wait.

Em moves to follow, but stops at an eerie CREAKING sound.

EM (CONT'D)  
Cee! CEE!!!!

The CREAKING gets louder as THE FLOOR GIVES OUT BENEATH HER!  
She falls into a giant hole beneath the Dubamoles' home.

INT. HOLE

In the pitch black we HEAR her land with a thud.

EM  
Ow.

A light clicks on and we see Em holding a MAG Lite.

She shines the light on her surroundings, and sees she's in a

TUNNEL! It's like she's fallen into a subway tunnel, only  
there are no tracks or trains.

Em shines her light on what look like thick Jurassic-era  
vines, the crisscrossing stalks the size of fire-hoses.

Hanging from the stalks are grapefruit-sized lumps. The vines  
extend in both directions, thousands upon thousands of the  
strange fruit stretch off as far as they can see.

EM (CONT'D)  
What the hell?

CUT TO:

MONTAGE of

Cee shaking down the town in search of Basil.

Em investigating the reason for the hidden tunnel.

EXT. LAS VEGAS STRIP - DAY

The Barracuda drives down the bright and flashy Vegas strip.

INT. CASINO - DAY

Cee buys a bucket of quarters and moves swiftly down a row of SLOT MACHINES. As he makes his way through, one of the machines on the end of the row...

WADDLES from one row to the next. As he moves, we see ALIEN feet sticking out from beneath a hollowed out slot machine casing. This is BERNIE, and he's trying to sneak away.

CEE  
Come here you little metal eater.

Cee runs over and grabs the handle, not letting him run.

BERNIE  
(fake automated)  
Pull my handle! Win the moneys!

CEE  
Where is he?

BERNIE  
I cannot answer your question  
because I am a slot machine. Pull  
my handle! Win the moneys!

Cee puts a quarter in the slot on the front of the Machine.

CEE  
Give me a break, Bernie, I know  
you're in there.

BERNIE  
So maybe I am? What's feeding me  
gonna do? I live on those things.

Cee slips six quarters into the slot in rapid succession.

BERNIE (CONT'D)  
Hey, take it easy! A guy can only  
take so mu--

Cee funnels in dozens of quarters, the flow overwhelming the alien inside the machine.

BERNIE (CONT'D)  
I can't breat-- I ca-- Stop!

Cee stops the flow of quarters.

BERNIE (CONT'D)  
Wait! Wait! He's not here.

CEE  
Where is he? Where!

Cee pours every quarter he has into the machine, leaving Bernie gasping for breath.

BERNIE  
I don't know. I don't know.

Cee drops the bucket and walks away.

BERNIE (CONT'D)  
God... I think I'm gonna be sick.

As Cee walks away an old lady walks up to a Slot Machine a few machines over, but Cee taps her shoulder and gestures to the one he just quarter-boarded.

CEE  
I'd give that one a shot.

The old lady smiles and sticks her quarter in Bernie, and as we move off screen we hear the sound of the machine

BARFING... Followed by the sound of A THOUSAND COINS spilling to the floor and the delighted scream of the old lady.

EXT. CHAMBER OF COMMERCE - DAY

Em walks inside.

INT. CHAMBER OF COMMERCE - DAY

Em approaches the dusty desk of a dusty government CLERK.

EM

I'm wondering if I could get a look  
at the mining rights for Las Vegas  
county?

CLERK

You bet. What year you looking for?

EM

Everything from yesterday, all the  
way back to 1948.

CLERK

Oh my. That goes back quite a ways.  
I believe those would be downstairs  
in the records room.

Em turns and heads immediately for the stairs.

CLERK (CONT'D)

We close at six.

EXT. VEGAS STRIP - DAY

Cee and the Barracuda race past the glitz and gloss of the  
new casinos and arrives at the old-school FLAMINGO Casino.

INT. FLAMINGO CASINO - DAY

Cee moves through a crowd of old and down on their luck  
sorts, who eye him from the cheap tables, then quickly turn  
back to their hands of blackjack and craps games.

Cee crosses the floor and heads over to a coat check, manned  
by a greasy looking guy who looks like he hasn't left his  
post in weeks.

COAT CHECK GUY

Check your coat, si--

Cee points a gun at the guy's head.

A hand immediately extends from the guy's back and opens the  
door to the coat check room.

COAT CHECK GUY (CONT'D)

Right this way.

INT. COAT CHECK ROOM - DAY

The Coat Check guy leads Cee through the coats to a back door marked MEMBERS ONLY.

INT. THE REAL FLAMINGO CASINO - DAY

Cee walks into the 50s-era casino version of the  
*Mos Eisley Cantina*.

Every single person in the room is an alien, and their reaction on seeing Cee is palpable... They LOVE him.

"Hey!" "Look who it is!" "I can't believe it!" They all know him and all hold him in warm regard.

As Cee moves through them, we see the games they're playing, and to a human eye, they're all BONKERS.

ALIEN CRAPS: where the "dice" are aliens that are hurled across the felt, and the positions their crumpled bodies land is matched to a board to determine whether the thrower wins.

ALIEN ROULETTE: where the CROUPIER removes his own head and uses it as the ball.

And other Alien games too weird to understand.

Cee walks directly over to a TABLE near the back and RIPS THE FELT off the table, like a magician pulling off a tablecloth, minus the magic.

Alien Cards and chips fly everywhere and the GREEN FELT SCREAMS and slithers out of Cee's grasp and undulates off across the casino floor.

Cee gives chase, as the shocked gamblers look down to see a Tiny Alien inside the table, with a tiny little periscope that spies on all the cards that lie face down on the table.

TINY ALIEN

Uhhhh...

Across the room, Cee catches up to the felt and starts whipping it back and forth.

CEE

Where's Basil!?!?

GREEN FELT

I don't know! I don't know!

INT. RECORDS ROOM - DAY

Em walks through a large, dimly lit room with a warren of files extending out of sight in every direction.

She eyes the labels on the rows before them and quickly sets off down a long dark row of shelves.

EXT. AREA 51 - LATE AFTERNOON

The Barracuda whips past a sign that warns: Restricted Area, No Trespassing, No Photography Permitted.

INT. AREA 51 - LATE AFTERNOON

Cee walks through the middle of what is clearly NOT a secret alien research facility, and what is in fact, an

ALIEN BROTHEL

Cee walks over to the Madam, ROMONA, a female of the Jabba the Hutt varietal, only her skin is covered with lesions and warts that ooze copious amounts of mucus and slime.

ROMONA

Agent Cee... I knew you couldn't stay gone forever.

CEE

Where is he?

ROMONA

Where's who?

Cee storms past her and starts KICKING IN DOORS.

What we see in the rooms beyond the doors depends entirely on Sony's tolerance for awesomely weird alien sex stuff.

What we definitely don't see is BASIL.

INT. RECORDS ROOM - EARLY EVENING

Em pours through boxes, head down, reading, researching.

CLERK

Miss, it's six o'clock. I'm afraid I have to close up--

FLASH!

EM  
It's five o'clock.

Em puts down the neuralyzer without a second thought.

CLERK  
One more hour until closing time.

INT. THEATER - CASINO - EVENING

Cee storms inside the entrance to the theater.

TICKET TAKER  
Hey!

Cee heads right through a sign that reads EMPLOYEES ONLY.

TICKET TAKER (CONT'D)  
You can't go in there!

DRESSING ROOM

Filled with beautiful women in various states of undress.

PERFORMERS  
Hey! Out of here! Get lost!

The women are all putting on a wide variety of ALIEN COSTUMES  
- Carthillions, Treplics, Funderbocks...

Cee ignores them and heads for the ALIEN DIRECTOR of the  
show, who wears a blonde wig and heavy make-up that makes her  
look somewhere between a HEAVY-SMOKER and an ACTUAL LIZARD.

CEE  
Where's Basil?

ALIEN DIRECTOR  
I don't know who you're tal--

CEE  
Do your performers know why you  
know so much about aliens?

ALIEN DIRECTOR  
What? How dare you? I--

Cee moves to rip off her wig.

ALIEN DIRECTOR (CONT'D)  
(panicked)  
I heard something about the Hoover  
Dam. That's all I know, I swear!



EXT. DIVISION OF SEISMOLOGY AND GEODYNAMICS - EVENING

Em races through the front door carrying a bunch of binders, dropping some, then doubling back to grab them as someone holds the door for her.

INT. BARRACUDA

Cee drives across the Pat Tillman Bridge, the Hoover Dam just outside his window.

He sees Mannequin Men climbing, insect-like, up the face of the dam, out of sight from the people working at the top.

CEE  
What the hell?

EXT. PAT TILLMAN MEMORIAL BRIDGE

Cee stops and leaps out. He runs to the pedestrian walkway, waving wildly, trying to attract the workers' attention.

CEE  
Hey! Hey!

EXT. HOOVER DAM

Atop the dam, the workers notice Cee, a hundred yards away, frantically gesturing and inaudibly shouting.

WORKER #1  
Get a load of this guy.

WORKER #2  
(as his impression of Cee)  
Look at me! I can do jumping jacks!

The lights on the Dam suddenly go DARK.

WORKER #1  
What the hell?

EXT. PAT TILMAN MEMORIAL BRIDGE

Cee watches in horror as the Mannequin Men arrive on the top of the dam and move in on the confused workers.

We can dimly hear their screams as they're devoured, and the Mannequin Men quickly transform into plasticized versions of the men they've just killed.

CEE

Jesus.

From behind him we hear a voice, much like his own.

CEE'S MIMIC

Jesus?

Cee turns to see... HIMSELF!

A plastic-faced Mannequin Man version.

The two grapple, but the Mannequin Man is twice as strong, and in a flash, he hoists Cee off his feet, lifting him up and over the safety railing.

CEE

No.

MANNEQUIN CEE

No.

CEE

Why?

MANNEQUIN CEE

Why?

With that, the Mannequin Cee drops Cee, and he PLUMMETS hundreds of feet, disappearing from view beneath the bridge.

Mannequin Cee turns around without a second thought and climbs into Cee's Barracuda.

INT. BARRACUDA

Mannequin Cee sits behind the wheel of the car, then turns his head at the sound of Cee's CELL PHONE BUZZING.

Mannequin Cee lifts the phone and we see a TEXT MESSAGE that reads: Meet me at the Division of Seismology.

Again without a second thought, Mannequin Cee puts the phone down and puts the car in gear. As he drives off, we ZOOM DOWN, below the bridge, falling, falling, falling towards the water, where just above the surface we see Cee...

FLOATING, thanks to the superior alien strength of ALAN, the ALIEN FLY, who strains to fly Cee back up to the bridge.

CEE

Hurry up.

ALAN THE FLY  
That's it? No, thank you for saving  
me?

Cee reaches into his pocket for his neuralyzer.

ALAN THE FLY (CONT'D)  
Don't you dare! I will drop you!

EXT. DIVISION OF SEISMOLOGY AND GEODYNAMICS

Mannequin Cee parks the Barracuda out front and walks stiffly  
towards the front entrance.

INT. DIVISION OF SEISMOLOGY AND GEODYNAMICS - EVENING

Em stands in the dark, the lights having gone out when the  
Mannequin Men sabotaged the Hoover Dam.

Suddenly a greenish hued light fills the room as a back-up  
generator pops to life.

AN ASSESSOR arrives from a utility room.

ASSESSOR  
That should give us a few hours.

EM  
Great.

Mannequin Cee walks in.

EM (CONT'D)  
Where the hell have you been?

CEE  
I came directly upon receiving your  
text-formatted message.

EM  
What?

CEE  
(mimicking her inflection)  
What?

EM  
Just... come look at this.

Em hands Mannequin Cee a canvas bag.

EM (CONT'D)

After you ran out of the Dubamoles' house, I discovered an underground tunnel.

Mannequin Cee opens the bag and removes a large dead alien bug: it's covered in puss, not quite fully formed.

EM (CONT'D)

I found this growing inside. I found a lot of them. You said Basil wanted the mining rights, I figured that's why.

MANNEQUIN CEE

Continue detailing the information you have acquired.

Em gives him a weird look, then continues.

EM

So I went to the hall of records to see what other mining rights he'd acquired.

Em opens up a binder and starts flipping through the pages.

EM (CONT'D)

The answer is *all of them*. He owns the underground rights of the entire city.

Mannequin Cee doesn't react.

EM (CONT'D)

Hello? That's insane! And also, kind of impressive detective work, I'd say.

MANNEQUIN CEE

Yes, quite impressive.

Behind his back, Mannequin Cee's hand tightens on a deatomizer. Just as he moves to pull it--

CEE, the REAL Cee, rushes inside.

At the sight of TWO CEE'S, Em immediately leaps backs and pulls her weapon, and the Assessor passes out cold.

EM

What the hell's going on?

CEE  
That's not me, it's some kind of  
weird alien copy.

MANNEQUIN CEE  
He's lying. He's the weird alie--

KABLAMMO!

Em blows the head off the Mannequin Cee.

CEE  
Jesus! You didn't take very long to  
make that decision.

EM  
I've been suspicious of that guy  
ever since he walked in here. I  
mean, look at his suit.

Cee leans in and sees that Mannequin Cee's wearing some kind  
of faux suit, made of a weird alien material.

EM (CONT'D)  
Plus, he spoke in complete  
sentences.

CEE  
Wh--? Fu-- Y--

EM  
C'mere, look at this.

Em points Cee to a large monitor displaying a simple looking  
graphic picture.

CEE  
What am I looking at?

EM  
It's a seismograph. It's showing  
all of the empty pockets underneath  
the city. Basements, mines, any low  
density areas.

They watch as Em navigates a very basic, dot-matrixy looking  
picture of basements and mines or any kind of buildout  
beneath the ground.

CEE  
There. What's that?

Em zooms in on a large empty patch beneath the ground...

EM

That's underneath the Luxor.

Em and Cee exchange a look.

CEE

Looks like a sub-basement.

The picture the computer paints continues, expanding the view, and we see the square beneath the Luxor growing larger.

CEE (CONT'D)

Could be foundation.

The empty area keeps growing.

CEE (CONT'D)

Okay, that's... that shouldn't be there.

The empty area keeps going, growing wider as it goes, matching the exact slope of the Pyramid shape of the Luxor.

CEE (CONT'D)

Whoa. Whoa! That's...

It keeps going. And going. And going.

Em hits a key and overlays the city map over the still expanding shape beneath the Luxor.

CEE (CONT'D)

Jesus, it's past Hacienda.

The Assessor wakes up, looks at Em, looks at Cee, then looks down at the dead Mannequin Cee's corpse and PASSES OUT AGAIN.

Em and Cee look back at the screen as the shape advances past the Tropicana Basin... And keeps going.

EM

Where are we?

CEE

(pointing)

Bellagio... Caesar's... The Mirage...

And finally, it stops.

CEE (CONT'D)

It's the length of the strip.

EM  
And just as wide.

CEE  
How deep is that?

Em lays on another graph.

EM  
Over a mile.

Em's mind is reeling. As the picture crystallizes in front of their eyes, they see a GIGANTIC MASS taking up most of the surface area of the floor.

CEE  
What is that?

They stare at it some more, then see it's... moving.

EM  
It's the reason Basil built Vegas.

Stretching out from the main mass we start to see the outlines of the vines and their grapefruit-sized lumps that Em saw in the tunnel beneath the Dubamoles' house.

EM (CONT'D)  
He's been growing those things for the past 60 years.

CEE  
There must be millions of 'em.

EM  
Not millions... Billions. One for each of us.

They fall silent, contemplating whatever it is, until the silence is broken by a CELL PHONE in Mannequin Cee's pocket.

Cee pulls it out, answers.

EXT. HOOVER DAM - NIGHT

Basil stands atop the darkened dam, flanked by Mannequin Men.

BASIL  
Is it done?

INTERCUT PHONE CONVERSATION

CEE

No, asshole, it's not done. Unless  
you mean your stupid little plan.  
Cause that's up shit's creek  
without a paddle.

(beat)

Oh, do I have your attention?

BASIL

I'm listening.

CEE

Unless you want us to blow your  
tunnels to Kingdom Come, meet me in  
one hour at the Valley Of Fire. I  
think you know where.

Cee hangs up and stares at Em, who stares back, stunned.

EM

What the hell are you doing?

CEE

I have no idea.

EM

How the hell are we supposed to  
blow the tunnels?

CEE

I have no idea.

EM

You can't possibly be considering  
going there.

CEE

(teasing her)

Why... you worried about me?

EM

Cee, I'm being serious.

CEE

So am I.

EM

He'll kill you.

CEE

He's planning to kill all of us.

Em shakes her head, processing. We watch as her focus locks  
in on the faux MIB suit of the dead Mannequin Man...



EM  
Maybe you should go.

CEE  
I *should*?

EM  
Yes. But you're not going alone.

EXT. HOUSE OF THE DUBAMOLES - NIGHT

Cee cuts through a series of darkened outbuildings, angling for the main house. The place is quiet, deserted, eerie.

Cee rounds a corner and sees BASIL, waiting alone in front of the house. Cee stops and faces him.

BASIL  
Are you waiting for me to say  
something arch so you can say  
something wry in response?

CEE  
I don't know what either of those  
words mean, so why don't we just  
cut to the chase?

BASIL  
You know what I'm planning.

CEE  
Yes. But I want to know why.

BASIL  
Why? What a silly human question.  
(beat)  
It's just what I do.

CEE  
You've been planning for it ever  
since you got here, haven't you.

BASIL  
It's the reason I'm here in the  
first place. Bikini Atoll.  
Hiroshima. Nagasaki. Those bombs  
you made were announcements to the  
universe. Hey out there! Humans!  
Come and get us!

CEE  
So you landed at Roswell, came to  
Vegas and started growing them.

BASIL

Not me. Our Queen.

(off Cee's look)

You don't know anything, do you? It doesn't matter. There's nothing you can do to stop us now. We've seen to that.

CEE

Who?

BASIL

Her soldiers. It's very simple, like a beehive, which of course is why it works. Our queen creates the soldiers, my friends and I are her guards, protecting her while they incubate, then once they're ready she releases them and voila... no more humans.

CEE

But...

BASIL

Don't say it.

CEE

But WHY? You can't just be doing this for no reason.

BASIL

Who said there wasn't a reason?

(beat)

Don't you get it? You're not the good guys.

CEE

You are?

BASIL

No, we're just the tool. We serve a function, and it's to eliminate you. At Castle Bravo you detonated a bomb that delivered thirty times the expected yield and nearly ignited the atmosphere. At Cern your particle accelerator is at all times one negatively charged strangelet away from swallowing up the solar system. Human intelligence is the worst kind.

(MORE)

BASIL (CONT'D)

Unfettered, with a reach that far  
outstretches its grasp, always just  
one failed experiment away from  
bringing an end to the entire  
universe.

(beat)

So... They send us.

CEE

Who is they?

BASIL

I don't know. Whoever sent me.

CEE

You don't know who sent you?

BASIL

This is the problem with humans,  
you want to know all the answers.  
Someone, something, sent me. I know  
that because I'm here. And once I'm  
here I have to do what I came to  
do.

CEE

That's insane.

BASIL

What's insane about perfection?  
About efficiency? Our simplicity is  
our greatest strength. We have  
singularity of purpose. We only do  
one thing...

A mannequin man steps out from the shadows behind Cee and  
rips his gun from his hands.

BASIL (CONT'D)

...kill humans.

The mannequin man throws the gun away like an empty soda can.

BASIL (CONT'D)

And now, it's time for you to die.

A voice from above responds.

VOICE

No, I don't think it is.

Basil and the Mannequin Man look up to see Em, standing on  
the roof, along with a dozen other MIB Agents, all with De-  
Atomizers in hand.

BASIL  
Interesting.

Basil looks at Cee... miffed.

BASIL (CONT'D)  
Well, why aren't they shooting us?

EM  
Because we're not going to shoot you, we're going to arrest you. Put you on trial. Because unlike you, we don't just kill people without knowing why.

BASIL  
How noble.

Basil smirks, then nonchalantly puts his hands up.

BASIL (CONT'D)  
I surrender.

Em climbs down off the roof to grab him, when one of the MIB Agents pipes up.

MIB AGENT  
He surrenders? Just like that?

MIB AGENT #2  
You said this would be exciting!  
Nobody even shot anybody.

Basil and the Mannequin Man eye them, suspicious.

MIB AGENT #3  
And you promised there was gonna be beer.

MIB AGENT #2  
And snacks.

MIB AGENT #3  
Yeah, you said there would be nibbles.

We look at the agents, and upon closer inspection, none of their outfits look quite right and their guns appear to be cheap plastic, wrapped in aluminum foil, homemade.

EM  
First of all, I never would have used the word nibbles.

MIB AGENT #3  
You said nibbles.

CEE  
Guys, guys... just go back to the convention center. Joss Whedon is about to introduce a new Avenger.

MIB AGENT  
Really?

Seizing the moment of distraction, the Mannequin Man quickly retrieves Cee's gun.

Em points her gun right at him.

EM  
Don't do it.

The Mannequin Man stands perfectly still, thinking, then slowly lifts the gun and aims it directly at

Basil.

Em looks at Cee, who looks at her, they look at Basil, who smiles, and...

KABLAM! Mannequin Man pulls the trigger and Basil explodes!

There's silence, and then one of the MIB agents on the roof

SCREAMS IN HORROR! And all of the fake agents scatter in horror as the Mannequin Man turns to face Em and Cee.

He looks at them, plastic, expressionless, and then slowly, his face transforms from generic Mannequin Man into the face of Basil.

EM (CONT'D)  
What the hell?

Basil laughs and tosses the gun, which lands at Cee's feet.

BASIL  
Look at that. I'm over here now.

We HEAR the screech of tires and turn to see two WHITE MIB CARS slide to a halt.

BASIL (CONT'D)  
This Basil person you've been after... he doesn't even exist. I'm simply a biological form. There is no Basil.

(MORE)

BASIL (CONT'D)

I am them and they are me. So you could say it was me who killed Arthur. And me who killed these Dubamoles.

CEE

You bastard.

Cee's rage builds. Basil is infuriatingly calm.

BASIL

I wish I could tell you it carried some emotional significance, but in truth it meant nothing at all. The universe is cold and indifferent.

Dominic and a pair of agents jump out of the cars as Cee picks up the gun at his feet.

BASIL (CONT'D)

There's nothing you can do.

Cee points the gun directly at Basil.

BASIL (CONT'D)

What's been started cannot be stopped.

Dominic sees Cee, gun pointed at an unarmed Basil.

DOMINIC

Don't do it!

But it's too late, as Cee PULLS THE TRIGGER, and Basil is BLASTED into a puddle of alien goo.

A stunned Dominic pulls his gun and advances on Cee along with the other agents as we PULL UP and away from the scene.

INT. JAIL CELL - MIB VEGAS - NIGHT

The room is lit by back-up generators, casting everything in an eerie, back-lit glow.

Em and Cee are in the cell, locked up, Dominic sitting at his desk, looking shell-shocked at what he just saw.

EM

Dominic, would you listen to me.

(beat)

There's no time. Please.

Dominic turns around, ignoring her, and Em slumps down on one of the benches in the cell. She turns her attention to Cee.

EM (CONT'D)  
We have to do something.

Cee doesn't respond.

EM (CONT'D)  
Cee... We have to do something.

CEE  
(head still down)  
Don't you get it? Nothing we do matters.

There's a long beat, and then...

EM  
Maybe you're right.

Cee looks up, and Em vents.

EM (CONT'D)  
My whole life I thought I was fighting for something beautiful. I thought there was a world out there of wonder and knowledge and hope. Something better than the mess we've made down here. But Basil said it himself, the universe isn't beautiful, it's cold, dark and indifferent.

BOOM!

A huge noise, the sound of a DOOR being SMASHED off its hinges, comes from around the corner.

Em and Cee look up, listening, as we hear the sounds of a fight, a one-sided one, with Men In Black agents losing.

There are a few blasts from a De-Atomizer, then more punches, smashes and thuds, and finally a badly banged up

DOMINIC comes sliding into view. He lifts his head and watches along with Em and Cee as the HULKING FIGURE that we've seen watching Em and Cee slowly walks into the room.

Dominic slowly lifts the De-Atomizer in his hand, but the Hulking Figure KNOCKS Dominic out cold with one last PUNCH.

EM (CONT'D)  
Oh God...

Em and Cee watch as the Hulking Figure bends down and pulls the keys to their cell out of Dominic's pocket. He turns to towards them, his face hard, mean, alien.

Slowly he walks towards them, his oversized eyes emotionless, cold, the walking incarnation of Basil's admonition.

Em and Cee retreat to the back, nowhere to run, nothing to use to defend themselves, as he steps towards them and says--

HULKING FIGURE  
*Strichaka Maoilisa.*

Em cocks her head, recognizing the words, as the alien

PEACOCKS!

Fanning out an alien train of feathers, with one notable feather missing. Em is flabbergasted.

EM  
What does it mean?

CEE  
It means: One Day I Will Repay You.

The Hulking Figure opens the cell door and steps aside.

Cee runs out, Em stops in front of the gigantic creature, his face worn and scarred from what must have been a hard life, but still recognizable from the one Em met way back when.

She gives his terrifying adult face a soft kiss on the cheek.

EM  
Thank you.

And she runs off.

INT./EXT. GARAGE/FREMONT STREET - NIGHT

Em catches up to Cee to find him by the open garage door of the MIB Vegas Impound on Fremont Street.

EM  
Hey.

There are four cars in the garage, one of which is his Barracuda. On the floor are a pair of knocked out MIB agents.

EM (CONT'D)  
Whoa.



Cee rifles through a set of hooks, searching for his keys. He finds them and THROWS them to Em.

Em catches them, stunned, as she looks down and sees that she's on the driver's side of the Barracuda.

CEE

Let's not make a big deal of this.

Em smiles and jumps in the car. Cee lingers for a beat, biting his fist, clearly stressed out about it.

INT. BARRACUDA - NIGHT

Cee climbs in and Em REVS the hell out of the ENGINE.

EM

Strap in.

Cee moves to do it as the CAR ROARS out of the garage and out onto Fremont Street.

They drive from Old Vegas to the strip, the entire city completely blacked out, but for the LIGHT atop the

EXT. LUXOR HOTEL - NIGHT

The LIGHT shines bright, the only light in Vegas, and the streets and hotel are eerily quiet.

From street level, the blacked out windows mask...

INT. LUXOR HOTEL - NIGHT

A brightly lit interior, where Basil stands alone in the massive atrium of the empty hotel.

Looking up you can see all the way to the top of the hotel. Bands of square floors, one atop the other, each one slightly smaller, all with railings that look down on the lobby.

And in the center of it all, the shaft of the elevator that we know runs straight up through the LIGHT BEAM and all the way to OUTER SPACE.

On the top floor, doors open and Mannequin Men step out and look down on Basil from above.

Then the same happens on the floor below. Then the one below that. One by one, the railings that overlooks the atrium fill with Mannequin Men.

Thousands.

Basil takes a breath, as the last floor fills with Mannequin Men, and then the FLOOR OF THE ATRIUM itself begins to recede, leaving behind only a catwalk that overlooks...

OVER A THOUSAND MORE FLOORS beneath the ground floor, the pyramid extending DEEP into the earth.

Beneath the THOUSANDS of Mannequin Men is the  
MASSIVE QUEEN

Her SNAKING VINE-LIKE TENTACLES COVERED WITH EGG-LIKE SACS, that are all slowly beginning to open.

From inside each sac, slowly emerges a grapefruit-sized puss-covered insect-like creature, each with a terrifyingly sharp proboscis... These are the

SOLDIER BUGS that will soon be let loose on the world.

The Queen's tentacles stretch out beneath the hotel far past Em and Cee's eye line.

There aren't TENS OF THOUSANDS of these BUGS, it's not HUNDREDS OF THOUSANDS, not MILLIONS... It's BILLIONS!!

Seeing the awesome scope of Basil's army, WE PULL BACK...

EXT. EXCALIBUR HOTEL - NIGHT

To see Cee and Em standing in a tall RED-CAPPED tower of the Excalibur Hotel, looking through special MIB ULTRAVIOLET BINOCULARS at the scene inside the hotel.

EM

Looks like he's rerouted all the electricity from the Dam directly into the Luxor.

CEE

She must be feeding off the power.

EM

How the hell are we gonna stop this? It's impossible.

CEE

That's what you think...

Em looks at him expectantly.

CEE (CONT'D)  
...is what I'd say if I had some  
clever solution. But I don't.

Em groans.

EM  
I thought you were going to say  
their weakness is Water! Or  
Sunlight! Or Classical Music!

CEE  
And how would that work?

EM  
I don't know, you pump in some  
Brahms, they all grab the sides of  
their ears and scream in agony and  
then their heads explode, the end,  
we win.

CEE  
I mean, we could try it.

EM  
Shit.

CEE  
C'mon Em, we can't just let that  
smarmy little prick win. Think of  
something.

EM  
I'm trying, trust me.

CEE  
(mocking Basil)  
Human intelligence is overrated.  
What a dick.

Em rifles her lips, frustrated. Then... a thought.

EM  
What if human intelligence is  
better than Basil thinks?  
(off his look)  
I mean, he's criticizing us for the  
mistakes we make, but in a way  
making mistakes is the only way we  
ever really advance.

CEE  
Meaning what?

EM  
Meaning we learn from our mistakes.  
We adapt. We repurpose.  
(beat)  
Like penicillin.

Cee nods, getting it.

CEE  
Or Viagra.

EM  
Yes. Gross.

CEE  
Is this, in fact, leading to a  
dramatic conclusion?

CUT TO:

EXT. LAS VEGAS STRIP - NIGHT

Em pops open the trunk of the Barracuda to reveal...

EM  
The Series 8 De-Atomizer.

Cee stares at it for a beat.

CEE  
What about it?

We focus on the gun. Then on the cartridge with its UP/DOWN  
labels...

CEE (CONT'D)  
The Pepcon Explosion! You want to  
deliberately load it wrong?!

EM  
Kablammo. See you later alligators.

Cee nods, thinking...

CEE  
Say it's possible. How're we gonna  
get it in there? It's guarded by  
thousands of freaks whose literal  
sole purpose in life is to kill us.

EM  
Exactly.

CEE  
Exactly what?

EM  
Basil was bragging about their efficiency. How they're perfect creatures, designed to do one thing and one thing only: Kill humans.

CEE  
Okay, get to the part where that's a good thing.

EM  
Maybe they're too perfect. Maybe if it's not human, they won't go after it.

CEE  
But we're human.

EM  
Right, but remember the Clerk at the gas station where Arthur was killed?

CEE  
Sure. Shaggy hair. Smelled like roast beef...  
(beat)  
Huh.

CUT TO:

EXT. LUXOR HOTEL - NIGHT

The two of them stand side by side wearing

ALIEN COSTUMES.

The ones we saw when Cee stormed through the dressing room at the casino theater.

Attached to the costumes are hundreds of sticks of Beef Jerky.

CEE  
This is insane.

EM  
Probably needs a stronger word than that.

CEE  
This is institutional.

EM  
Nice one.

They arrive at the front doors of the Luxor.

CEE  
We're gonna die.

EM  
Probably. Any last words? Deathbed  
confessions?

Cee thinks a moment.

CEE  
When we were at the nudist colony I  
totally looked at your butt.  
(beat)  
I liked it.

Em stays silent for a long beat.

EM  
(painful to admit)  
I have maybe the slightest,  
tiniest, barely perceptible sense  
of regret that I didn't let you  
kiss me back in Roswell.

CEE  
You're supposed to be saying things  
the other person didn't already  
know.

EM  
I hate you.

CEE  
Me, too.

Cee SMASHES the LOCK in front of them and opens the door.

CEE (CONT'D)  
Ladies first.

INT. MIB OFFICE - LAS VEGAS - NIGHT

Dominic comes to on the floor of the office, sees the empty  
jail cell.

DOMINIC  
Ah, son of a bitch.

INT. LUXOR HOTEL - NIGHT

Em and Cee step inside the casino floor, where they immediately find themselves completely and totally

SURROUNDED by MANNEQUIN MEN!

The creatures look at them...

But don't attack.

CEE  
Holy shit, it's--

The Mannequin Men turn at his voice and lean in, menacingly, see/smell nothing human, and move on.

CEE (CONT'D)  
(whispered)  
Working.

Slowly, they start to walk through the bubbling mass of Mannequin Men, beneath their feet, thousands upon thousands of soldier bugs emerge from their sacs along the Queen's tentacles and buzz towards the elevator shaft.

As Em and Cee move, Mannequin Men pass by them, centimeters away, expressionless death machines, ever searching, sensing a human presence but just unable to place it.

EM  
Over there.

Through the maze of Mannequin Men we see the Elevator.

Despite the danger all around them, it seems as though they're going to make it, until...

The tail of Cee's costume gets caught on the edge of a stone planter, and as they walk it gets ripped off, leaving him

EXPOSED as a HUMAN!

Suddenly, every Mannequin Man turns to face him and Cee immediately pulls out a Tri-Barrel Plasma Gun.

CEE  
(to Em)  
Move!

He pushes Em towards the elevator and OPENS FIRE.

BOOM! BOOM! BOOM! Mannequin Men begin exploding in rapid succession. BOOM! BOOM! BOOM!

Cee fires at an impossible rate, mowing them down.

From amidst the crowd, Basil materializes on the face of a Mannequin Man and leaps at Cee, who turns and

SHOOTS him in midair.

Before Basil's liquefied remains even hit the floor, Basil's face reforms on a Mannequin Man right by Cee.

BASIL

There's nothing you can do.

Cee shoots him and Basil reforms on another Mannequin Man.

BASIL (CONT'D)

I am them and they are me.

BOOM! Meanwhile Em has reached the elevator shaft, where she works to pry open the doors.

As Cee continues blowing up Basils and Mannequin Men alike, he runs out of ammunition and needs to change clips.

BASIL (CONT'D)

There are 7 billion of us. You cannot win.

Cee pops in a new clip and BOOM! He blows Basil away. But Basil's point is valid. There are too many!

But just as Cee is about to be overrun by Mannequin Men, the wall of glass at the front entrance to the casino

EXPLODES INWARDS, as though some massive projectile has smashed through the front entrance.

A wave of destruction sweeps through the Mannequin Men sending them spilling and tumbling and flying in every direction, until finally the invisible force comes to a screeching stop and materializes into a...

WHITE TOWN CAR!

And out steps...

CEE

Dominic?



Dominic blasts a half-dozen Mannequin Men, a De-Atomizer in each hand.

DOMINIC  
What the hell is going on in here?

CEE  
Exactly what we told you was happening.

DOMINIC  
Right, but I wasn't really listening.

Dominic and Cee both blast two dozen Mannequin Men and then simultaneously change clips, the Mannequin Men advancing almost as if nothing happened.

DOMINIC (CONT'D)  
Just go do whatever you're trying to do.

CEE  
We're going to blow up the casino.

Dominic pauses.

DOMINIC  
Oh. Well, it was nice knowing you.

CEE  
You don't have to-

BOOM! BOOM! BOOM! Dominic kills a wave of advancing Mannequin Men. Another wave immediately replaces them.

DOMINIC  
I'm not offering out of charity.  
Move!

Cee races to Em, just as she gets the elevator doors open, revealing the MILE-DEEP SHAFT to the bottom of the impossibly deep structure Basil has built to house his soldiers.

At the bottom, millions upon millions of GRAPEFRUIT-SIZED soldier BUGS swarm inside the shaft in preparation to be let loose on the world through the open ceiling of the hotel.

CEE  
Jesus.

Em pulls out Cee's CARTRIDGE for the SERIES 8 De-Atomizer, checks the label, UP, and SLAMS it into the GUN.

They both stare at the gun for a beat, waiting.

EM  
Is that right?

CEE  
Is it getting hot?

Another beat. Em shakes her head.

CEE (CONT'D)  
It really is poorly designed.

Everything and everyone is coalescing around the elevator shaft, as Dominic is pushed further in, SHOOTING as fast as he can to give them a bubble of room to work.

Below them, the SOLDIER BUGS buzz and bounce off one another as they pile up inside the shaft. The millions now easily numbering in the BILLIONS.

Cee pulls out the clip and puts it in the other way and almost immediately it begins to GLOW BRIGHT ORANGE.

CEE (CONT'D)  
That looks bad. Or in this case,  
good.

Em grabs the makeshift BOMB and moves to toss it down the shaft, when BASIL attacks her!

He jumps on her back, knocking the Series 8 De-Atomizer from her hand and over by the feet of a dozen Mannequin Men.

While the gun is kicked back and forth by the Mannequin Men, Cee grabs a loose ELEVATOR CABLE, wraps it around Basil and yanks him off Em, who immediately crawls after the gun.

Dominic fights against impossible odds, slowly losing ground.

DOMINIC  
How you like this? You want some?  
How about you?

Everything is happening at once now:

Cee and Basil FIGHT!

Em goes after the gun, glowing BLINDINGLY BRIGHT NOW!

Cee uses the cord to tie Basil to a heavy potted plant, pinning his arms and legs together, as

Em grabs the gun and hands it to Cee, who wraps it up against Basil's chest with the elevator cord...

As Dominic's gun CLICKS empty, no bullets left, and he tries in vain to fight the Mannequin Men off with the empty gun...

DOMINIC (CONT'D)  
Come'n get me you sonsabitchAAAHH!!

And Mannequin Men pour around him...

And Basil fights the cord wrapped around him and the makeshift BOMB...

And Cee pushes the potted plant, with Basil and the Bomb strapped to it, over the edge and into the shaft, where they dangle, still attached to the space port miles above.

And Cee grabs the taut elevator cable with one hand, and grabs Em with the other hand, as she pulls out a gun and...

EM  
How you like our intelligence now,  
asshole?

Em SHOOTS the CABLE beneath her and Cee, causing the two cords to become a simple pulley, sending

Basil and the BOMB plummet DOWNWARD through the bubbling mass of buzzing bugs, and as the cable wrapped around Basil is pulled down, the corresponding cable LIFTS Em and Cee UP, as the cable of the elevator works like a pulley!

Higher and higher, as Basil falls lower and lower...

Until Em and Cee are up into the Light Beam, into the sky, into space, as Basil and the Bomb hit bottom and

EXPLODE!!!!

Everything inside the elevator shaft and the gigantic Pyramid structure above and below ground is completely and totally

*INCINERATED*

A massive plume of flame shoots up the space inside the light beam, licking at Em and Cee's toes as they dangle from the elevator cord, over a mile above the Earth's surface.

They hang there, Em holding onto Cee, both blown away by what just happened. After a long beat, Em looks around...

At this height, the light beam is weaker, and the stars and the curve of the Earth are both visible and *Beautiful*.

EM (CONT'D)

Wow.

CEE

(looking at her)

Yeah, wow.

Em looks at Cee, their eyes lock, and...

ALAN THE FLY

You gonna kiss her or what?

Cee shoves Alan back into his pocket and leans in, when suddenly

THE MASSIVE QUEEN LAUNCHES up through the top of the LUXOR!

The giant creature is burned, scarred and murderously angry as she uses her miles-long tentacles to launch herself up towards Em and Cee, its mouth the size of a tractor trailer.

The mouth opens to reveal thousands of massive, lethal teeth, and just as the Queen is about to devour Em and Cee alive...

KABLOOM!

She is blown to smithereens by two rockets fired from a  
BLACK MIB AIRCRAFT!

EXT. VALLEY OF FIRE - DAWN

The MIB SHIP sits on the ground of the beautiful state park, engines still slowing as Cee and Em step out, arriving into the middle of a full scale MIB clean up operation.

In the madness, they're split up, Cee being led off to a medical tent to have a wound in his shoulder examined--

While Em is guided into a--

INT. MAKESHIFT COMMAND CENTER - DAWN

Where she's led over to... AGENT O.

AGENT O

Agent Em, I presume?

Em walks over to her, in awe.

EM

Wow. It's an honor to meet you.

AGENT O

I understand you're responsible for preventing quite a bit of unpleasantness.

EM

It wasn't just me. Agent Cee--

AGENT O

In light of what happened, we'd like to officially offer you a position in the New York office.

Em's jaw drops.

AGENT O (CONT'D)

I wasn't sure about you after training, but I've been doing this long enough to know when I'm wrong, and it certainly appears you are more than worthy.

EM

Thank you. I promise we won't let you down.

Agent O quickly corrects her.

AGENT O

I'm sorry, Agent Em, you misunderstand. The position is only open for you.

EM

But Agent Cee--

AGENT O

We have big plans for you Agent Em. Plans that don't involve underachieving partners with checkered pasts.

EM

But he's actua--

AGENT O

Do you remember the catch that comes with this career? You must be willing to sever all human contact. Nothing is more important than the job. Ever. I believe tonight's events illustrate that more strongly than words ever could.

(beat)

(MORE)

AGENT O (CONT'D)  
Now... Do you want the position or  
not?

EXT. VALLEY OF FIRE - A FEW MOMENTS LATER

Em walks over to Cee, who along with Alan is talking to a  
pair of MIB Vegas agents about what happened.

CEE  
Dominic saved our asses.

ALAN THE FLY  
Talk about going out in a blaze of  
glory...

The Fly pantomimes Dominic machine-gunning Mannequin Men.

EM  
We need to talk.

CEE  
We were just telling them about  
Dominic going straight up Tony  
Montana on those guys.

EM  
Cee! Now!

CEE  
Alright, alright. Sheesh...

Alan makes the intergalactic gesture for being WHIPPED as Cee  
and Em walk away from the group.

CEE (CONT'D)  
What's up?

EM  
I just talked to the head of the  
entire agency.

CEE  
Seriously? That's incredible.

Cee sees the look on her face and does the math.

CEE (CONT'D)  
They only want you.

Cee looks at Em, crestfallen. He laughs.

EM  
But I'm not gonna take the job.

CEE

Of course you're going to take the job.

EM

I said I'm *not*.

CEE

Yes, you are! Em, we barely know each other.

EM

It doesn't matter. In three days you've gotten closer to me than anyone else has in my entire life. You get me, you make me feel safe, you make me feel lov--

FLASH!

Em goes pie-eyed as Cee neuralyzes her.

CEE

You're right, I do know you. And that's why I'm gonna tell you the truth no matter how much I wish it wasn't so. The truth is, if you stay here, in a month or a year you'd wake up filled with regret for not going for it, because Basil was wrong. There is beauty out there in the unknown, and I'll never be the one to stop you from seeing it.

Em nods, in neuralyzer land.

CEE (CONT'D)

So you're going to forget you ever met me and you're gonna go to New York and you're going to live the life you've always dreamt of. And when you find yourself feeling lonely or scared or tired or frustrated, you're going to know, somewhere in the back of your mind that somewhere out there is a man who loves you. Because it's true.

Cee leans in and gives her a long kiss.

Then he puts the neuralyzer back in his pocket as consciousness slowly flickers back into her eyes.

She looks at Cee looking at her like a man in love and she makes a face of PURE DISGUST!

EM  
What the hell are you looking at?

Cee smiles wistfully, knowing it's done.

EM (CONT'D)  
I will smack that smile right off your face, weirdo.

CEE  
Sorry. I was just... Sorry.

Cee puts his hands up, apologizing, and Em turns around and walks back over to the Command Center.

ALAN THE FLY  
Well that's a shame.

Cee nods, nothing else to say.

ALAN THE FLY (CONT'D)  
So anyway, wanna go cheat at cards?

Cee smiles at Alan as Em arrives at the Command Center.

Just as she's about to enter the tent and something compels her to turn around and look back at that good-looking agent with the idiotic look on his face.

But when she does, Agent Cee is already gone.

WE PULL UP FROM THE SCENE

Up into the SKY, into OUTER SPACE, out of the GALAXY, out farther still, past SUPERCLUSTERS, farther and farther until we BREAK THROUGH INTO WHITE LIGHT, and CUT TO:

INT. EXAMINATION ROOM

An ALIEN PATIENT sits on the examination table, waiting as the door opens and in walks an ALIEN DOCTOR in a white coat.

ALIEN DOCTOR  
Mrs. Marthoz, how are you feeling?

ALIEN MRS. MARTHOZ  
Oh, fine Doctor. Much, much better.

ALIEN DOCTOR  
Really? Huh. Interesting...



The doctor leans back, the chart open in front of him.

ALIEN DOCTOR (CONT'D)

Well, in that case I have good news and I have bad news. The bad news is it looks like the particular strain of humans you have is resistant to the medicine. But the good news is they haven't spread.

The doctor can see Alien Mrs. Marthoz is scared.

ALIEN DOCTOR (CONT'D)

Try not to worry. You can live a perfectly normal life with humans inside you. Truth is we don't understand them enough to know which way they're gonna go. Sometimes they can be harmless. Sometimes they can be very destructive. Our bodies have trillions of different little critters living inside it, and 99 percent of them are benign, helpful even. Maybe your humans are learning to coexist with your body and will end up doing more good than harm? So I recommend we take a wait and see approach. Go home, keep an eye on things, and if they start acting up again...

The Alien Doctor lifts up a small pill.

ALIEN DOCTOR (CONT'D)

We'll try another round of these little bad boys.

As the Alien Doctor talks we ZOOM IN on the pill in his hand and see it's actually a tiny replica of the SPACE SHIP that crashed at Roswell, and inside the ship is a tiny little

BASIL!

Just waiting for another chance, as we...

FADE TO BLACK.

THE END